

LAW OFFICES

S. Blair Ross

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P99 0000 20646

February 25, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

FILED
99 MAR -1 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ED CREDITS, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for the above together with check in the sum of \$122.50 to cover the filing fees and a certified copy of the Articles of Incorporation.

Thank you for your attention to the above.

Very truly yours,


S. BLAIR ROSS

SBR:me
Encl.

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122.50 **78.75

R. CHESSER

MAR 5 1999

ARTICLES OF INCORPORATION
OF

ED CREDITS, INC.

FILED
99 MAR -1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these ARTICLES OF INCORPORATION, a natural person, competent to contract, hereby subscribes to this instrument so as to form a corporation under the Laws of the State of Florida.

1. The name of the corporation is: ED CREDITS, INC.
2. The general nature of the business to be transacted by this corporation is: Internet Online Education Provider.
 - (a) To engage in every aspect and phase in the purchase and sale of improved and unimproved real properties, of all kinds and types, for capital investment and income.
 - (b) To make investments for itself and for other entities in securities and mortgages on properties in the State of Florida or elsewhere in the United States.
 - (c) To conduct business in, have one or more offices in and buy, hold, mortgage sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights trademarks and licenses, in the State of Florida and in all other states and countires.
 - (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other

instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of now existent corporations and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities, or other indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as agent for any person, firm or corporation, and to enter into every type of contract which might seem to be in the corporation's interest.

(h) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any thereof; to have and exercise all the rights now or hereafter conferred by the Laws of the State of Florida now in force or any amendment or amendments thereto.

The foregoing enumeration of the objects, purposes and powers is not intended and shall not be construed or held to prohibit or limit the exercise of any further rights or powers which may now or hereafter be allowed by the Corporation Laws of the State of Florida now in force or any amendment or amendments thereto.

3. The maximum number of shares that this corporation is authorized to have outstanding at any one time is: One Hundred (100) Shares Common Stock \$1.00 Par Value.

The consideration to be paid for each share shall be fixed by the Board of Directors.

4. The amount of capital with which this corporation will begin business is: One Thousand (\$1,000.) Dollars

5. The corporation herein formed is to exist perpetually.

6. The initial post office address of the principal office of the corporation is 3601 W. Commercial Blvd. #18 Fort Lauderdale, Fl 33309.

7. This corporation shall have one Director(s) initially. The number of Directors may be increased or diminished from time to time.

8. The name and address of the subscriber to these articles of incorporation, the number of shares he agrees to take, and the value of the consideration therefore are:

GARY ANDERSEN Twenty shares value \$ 200.00
5720 N. W. 62nd Manor Parkland, Fl 33067

9. The name and post office address of the member of the first Board of Directors is:

GARY ANDERSEN 5720 N.W. 62nd Manor Parkland, Fl 33067

10. These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders and all of the Directors sign a written statement manifesting their intentions that a certain amendment to these Articles of

Incorporation be made.

11. The Board of Directors is authorized to adopt BY-LAWS, including provisions to cover the issuance of stock certificates, and prohibitions against the transfer of the stock of the corporation and of the pre-emptive rights to such stock, provided such BY-LAWS are not contrary to the Laws of the State of Florida.

12. In pursuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said Act:

First: ED CREDITS, INC. desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation at Miami, Florida this 15th day of February, 1999


Gary Andersen

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

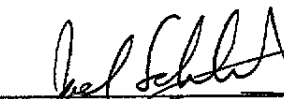
FIRST: THAT ED CREDITS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED JOEL SCHLEIFER, AS RESIDENT AGENT, LOCATED AT 2800 W. Oakland Park Blvd. IN THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Gary Andersen
CORPORATE OFFICER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Joel Schleifer
RESIDENT AGENT

DATED: February 15, 1999

State of Florida)
) SS.
County of Broward)

I HEREBY CERTIFY that on this day, before me a NOTARY PUBLIC duly authorized in the State and County above named to take oaths and acknowledgements personally appeared
 GARY ANDERSEN
to me personally well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to same.

WITNESS my hand and Official Seal at Fort Lauderdale, Fl.
this 15 day of February, 1999.



Mary Beth McCloy
NOTARY PUBLIC

ACKNOWLEDGEMENT

Having been named as registered agent for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY

Joel Schleifer
Joel Schleifer

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MAR - 1 AM 8:33
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SECRETARY OF STATE
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