



Admitted in Florida and Ohio

Joel S. Treuhaft, P.A.

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June 8, 1999

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Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Edu-Tech Direct, Inc.

Dear Sir or Madam :

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, enclosed is a check in the sum of \$70.00.

Please file the original of the enclosed Articles of Incorporation and return a file stamped copy to the undersigned.

Thank you in advance for your anticipated cooperation with regard to this matter. If you have any questions or comments, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

Joel S. Treuhaft
Joel S. Treuhaft

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

EDU-TECH DIRECT, INC.

The undersigned, acting as Incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be **EDU-TECH DIRECT, INC.**

ARTICLE II

TERM OF EXISTENCE

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSE

The principal business of the corporation shall be: Direct Marketing of Training and Research materials, Sale of Computer Training materials, and for any other lawful purpose.

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, whenever situated; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to lend money to and use its credit to assist its officers and employees; to purchase, take, receive, subscribe for, otherwise acquire, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in, or obligation of other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any government, state, territory, government district, or municipality or of any instrumentality thereof; to make contracts and guarantees and incur such liabilities, borrow money at such rates of interest the corporation may determine, issue its notes, bonds or other obligations by mortgage or pledge of all or any of its property, franchises, and income; to lend money for its corporate purposes, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within and without this state; to elect or appoint officers and agents of the corporation and define their duties and fix their compensation; to make and alter By-Laws not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the corporations;

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to make donations for the public welfare or for charitable, scientific or educational purposes; to transact any lawful business which the Board of Directors shall find will be in aid of governmental policy; to pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of the directors, officers, employees and for any or all of the directors, officers and employees of its subsidiaries; to be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; to have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; generally to make and perform contracts of any kind and description and for the purpose of attaining any of the objects of this corporation; to do and perform any other acts or things and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; incident to the performing or carrying out of the powers herein above specifically delegated or implied; and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by law.

ARTICLE IV

STOCK CLAUSE

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1000 shares of common stock, each with a par value of \$1.00.

ARTICLE V

SUBSCRIBER, INCORPORATOR AND DIRECTORS

The name and address of the Subscriber is:

Richard Kelley
106 18th Street
Belleair Beach, Florida 33786

The name and address of the Incorporator is:

Richard Kelley
106 18th Street
Belleair Beach, Florida 33786

The name and address of the Director is:

Richard Kelley
106 18th Street
Belleair Beach, Florida 33786

ARTICLE VI

INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE VII

STOCK TRANSFER AGREEMENT

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, all certificate of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE VIII

FUNDAMENTAL CHANGES

The presence, in person or by proxy of the holders of 80% or more of the shares outstanding and entitled to vote, shall constitute a quorum at meeting of shareholders. The vote of 100% of a quorum shall be required for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;

(e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock for any consideration (other than money), but including property, services, discharge of a debt, or consideration received in a merger;

(f) Election or removal of Directors.

ARTICLE IX

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he hold at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

INSPECTION OF BOOKS

Each shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI

QUORUM

The presence, in person or by proxy of the holders of the majority or more of the shares outstanding and entitled to vote, shall constitute a quorum at meeting of shareholders. The vote of 100% of a quorum shall be required for passing any resolution, electing or removing director(s) and for the passing of resolutions directing the operation of the corporation.

ARTICLE XII

DIRECTORS

(a) Selection and Replacement: The business of the corporation shall be managed initially by a Board of one (1) director. The number of directors may be, as provided for by the By-Laws

adopted by the shareholders, increased to seven (7) or decreased, but shall never be less than one (1) director.

(b) Directors' Meetings: The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken at a meeting of the Board except by the vote of at least two-thirds of the members of the Board of Directors. In lieu of acting at a meeting, the Board may act without a meeting provided that written consent to the action in question is signed by all the directors and filed with the minutes of the Board before or after the action in question is taken.

(c) Executive Committee: The directors may annually appoint from among themselves two (2) directors who shall have the full powers of the Board of Directors when said Board is not in session to transact the ordinary business of the corporation. The ordinary business of this corporation shall include the employment of the officers, the determination of their duties, their compensation or their dismissal (whether in the capacity of an officer, or in some other additional capacity), the formation and installation of pension plans or profit sharing form of compensation, the declaration of dividends, the issuance of stock, the borrowing of funds, or establishing lines of credit for the corporation, the bringing of suits, or the amendment of By-Laws, or the exercise of option arrangements under the provision of any agreement permitting the corporation to purchase stock of this or another corporation.

The requirements of notice and quorum and informal action by written consent which apply to the Board of Directors apply to the Executive Committee.

(d) Telephone Meetings: Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIII

INTERESTED DIRECTORS

(a) No contract or other transaction between the corporation and one or more of its directors, or between the other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes:

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors.

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the Board, a committee or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction.

(c) The Board shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE XIV

LONG TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XV

DIRECTOR RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XVI

EFFECTIVE DATE

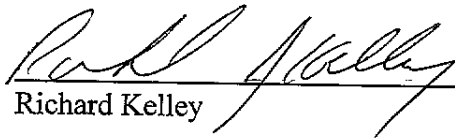
The date that the corporation existence shall begin shall be the date of filing of the Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE XVII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation is 106 18th Street, Belleair Beach, Florida 33786. The name of the Registered Agent is Richard Kelley who states:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."


Richard Kelley

ARTICLE XVIII

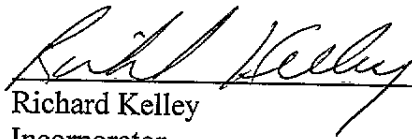
PRINCIPAL OFFICE

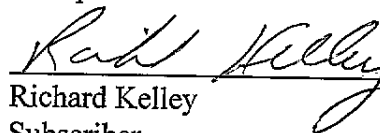
The address of this principal office of this corporation is:

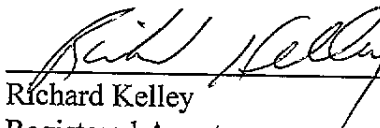
106 18th Street
Belleair Beach, Florida 33786

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned persons, being the Incorporator and Subscriber, and the Registered Agent of this corporation, execute these Articles of Incorporation and certifies to the truth of the facts herein stated, this 23 day of April, 1999.


Richard Kelley
Incorporator


Richard Kelley
Subscriber


Richard Kelley
Registered Agent

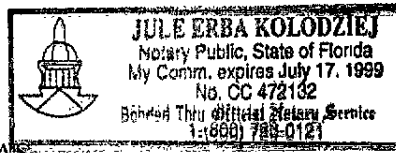
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared Richard Kelley, who has produced as identification a Florida

Driver's Licence, and who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of EDU-TECH *DIRECT*, INC., as the original Incorporator and Subscriber to said corporation, for the purposes therein expresses.

WITNESS my hand and official seal at Hillsborough County, Florida, this 23 day of April, 1999.

Jule Erba Kolodziej
Notary Public *Jule Erba Kolodziej*
My Commission Expires:



STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared Richard Kelley, who has produced as identification Florida Driver's Licence, and who, after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Articles of Incorporation of EDU-TECH *DIRECT*, INC., as the Registered Agent to said corporation, for the purposes therein expresses.

WITNESS my hand and official seal at Hillsborough County, Florida, this 23 day of April, 1999.

Jule Erba Kolodziej
Notary Public *Jule Erba Kolodziej*
My Commission Expires:

