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Examiner's Initials

Articles of Incorporation Compuschool, Inc.

unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of one (\$1.00) Dollar par value common stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as May be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 10560 SW 109th Street, Miami, Florida 33176 and the name of the initial registered agent of this corporation at that address is Adriana Martinez.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors May be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Adriana Martinez 10560 SW 109th Street Miami, FL 33176

Juan A. Martinez 10560 SW 109th Street Miami, FL 33176

Jorge Martinez 10560 SW 109th Street Miami, FL 33176

Marcela Martinez 10560 SW 109th Street Miami, FL 33176

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATOR

The names and addresses of the persons signing these articles are:

Adriana Martinez 10560 SW 109th Street Miami, FL 33176

Juan A. Martinez 10560 SW 109th Street Miami, FL 33176

ARTICLE X-MAILING AND BUSINESS ADDRESS

The mailing and business address of this corporation is: 10560 SW 109th Street, Miami, FL 33176.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 26th day of May, 1999.

Incorporator

Incorporator

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

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

Compuschool, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Miami, County of Miami-Dade, State of Florida, has named Adriana Martinez located at 10560 SW 109th Street, Miami, Florida 33176.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this 26th day of May, 1999.

RESIDENT AND REGISTERED

AGENT.

