

LAW OFFICES OF
TERRY V. HAUSER, P.A.

TERRY V. HAUSER

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August 13, 1999

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: LIFE-LONG LEARNING SYSTEMS, INC.

EFFECTIVE DATE

8-12-99

800002961038--5
-08/16/99--01113--010
*****78.75 *****78.75

Ladies and Gentlemen:

I enclose two (2) executed originals of the Articles of Incorporation for LIFE-LONG LEARNING SYSTEMS, INC., together with my check for \$78.75 payable to the Secretary of State to cover the following fees:

Filing Fee	\$35.00
One certified copy	8.75
Registered Agent Designation	35.00
TOTAL	<u>\$78.75</u>

Please file the Articles of Incorporation and return one certified copy to me.

PLEASE NOTE: THE EFFECTIVE DATE OF INCORPORATION IS AUGUST 12, 1999, AND NOT THE DATE OF FILING.

Thank you for your cooperation in this matter.

Very truly yours,

Terry V. Hauser

TVH:z

FILED
99 AUG 16 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art VII + For Art. to
none attached

8-23-99
CB

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8-23-99
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ARTICLES OF INCORPORATION
OF
LIFE-LONG LEARNING SYSTEMS, INC.

EFFECTIVE DATE
8-12-99

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation is:

LIFE-LONG LEARNING SYSTEMS, INC.

FILED
99 AUG 16 AM 10:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II.

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 7,500 shares of \$1.00 (One Dollar) par value common stock.

ARTICLE III.

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

[Handwritten signature]

ARTICLE IV.

The name of the initial registered agent and the street address of the initial registered office are as follows:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
Terry V. Hauser, P.A.	Suite 1000 444 Brickell Avenue Miami, Florida 33131.

ARTICLE V.

The name and post office address of the incorporator of these Articles of Incorporation is:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
Terry V. Hauser, P.A.	444 Brickell Avenue, Suite 1000 Miami, Florida 33131.

ARTICLE VI.

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII.

The Corporation shall have one (1) directors initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be fewer than one director, nor more than five (5) directors.

Terry V. Hauser, P.A.
444 Brickell Avenue, Suite 1000
Miami, Florida 33131.

ARTICLE VIII.

The initial principal office and mailing address of the Corporation shall be as follows:

Principal Office

c/o Terry V. Hauser, P.A.
444 Brickell Avenue, Suite 1000
Miami, Florida 33131.

Mailing Address

c/o Terry V. Hauser, P.A.
444 Brickell Avenue, Suite 1000
Miami, Florida 33131.

ARTICLE IX.

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, the incorporator has hereunto executed these Articles of Incorporation effective this 12TH day of August, 1999, at Miami, Florida.


TERRY V. HAUSER

[SEAL]

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


TERRY V. HAUSER, P.A.

8/12/99
Date