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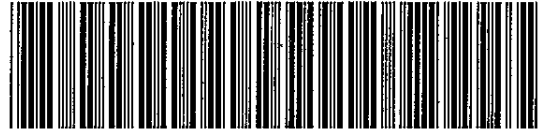
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE PAIDEIA SCHOOL OF TAMPA BAY, INC.

4415 West San Rafael Street
Tampa, Florida 33629

December 29, 2005

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

Re: **The Paideia School of Tampa Bay, Inc.**

Dear Sir or Madam:

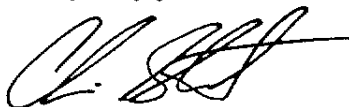
Enclosed please find an original and one copy of Articles of Incorporation for the above-captioned not-for-profit corporation and a check in the amount of \$70.00 to cover the cost of the filing and registered agent fee.

Please file the Articles of Incorporation, date stamp the enclosed copy, and return it to our office.

Also, please note that the effective date of each the above-referenced entity is December 28, 2005.

Thank you for your assistance.

Very truly yours,



Chris Stewart

Enclosures
Check: \$70.00

ARTICLES OF INCORPORATION

OF

THE PAIDEIA SCHOOL OF TAMPA BAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be: **THE PAIDEIA SCHOOL OF TAMPA BAY, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 4415 West San Rafael Street, Tampa, FL 33629, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 4415 West San Rafael Street, Tampa, FL 33629, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

The Corporation is organized exclusively to educate children from kindergarten through grade twelve (12) ("students") using the time proven method of the Trivium. More specifically, the Corporation, in conjunction with the families of the students, shall educate the students in accordance with the Corporation's Statement of Faith and its Educational Philosophy.

The Corporation shall admit qualified students whose families are in agreement with the Corporation's Statement of Faith and its Educational Philosophy.

In fulfilling its purposes, the Corporation shall admit students of any race, color, and national and ethnic origin, and the Corporation shall not discriminate on the basis of race, color, or national or ethnic origin in the administration of its admission policies, educational policies, scholarship and loan programs, and athletic and other Corporation-administered programs.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including, but not limited to, the following powers:

(a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this Corporation and in keeping with its stated purposes in the foregoing Article II hereof.

(b) To contract, to sue and be sued, and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation;

(d) To borrow money and contract debts when necessary for the furtherance of the purposes of the Corporation or for the exercise of its corporate rights, privileges or franchise or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgage or otherwise;

(e) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(f) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interest therein and thereunder;

(g) To receive assistance, money, real or personal property and any other form of contributions from any person, firm, corporation, or other entity, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(h) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(i) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(j) To apply the whole or any part of the earnings and assets of the Corporation exclusively for educational, scientific, charitable or religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code");

(k) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes; and

(l) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The Corporation shall come into existence on December 28, 2005, and, thereafter, the Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is:

Chris Stewart
4415 West San Rafael Street
Tampa, Florida 33629

ARTICLE VI

OFFICERS

A President, a Vice President, a Treasurer, a Secretary, and such other officers designated and authorized by the Board of Directors shall conduct the affairs of the Corporation.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the by-laws of the Corporation.

ARTICLE VII

DIRECTORS

A Board of Directors shall govern the Corporation. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the by-laws of the Corporation.

The initial directors shall be:

Matthew Allen
7725 Bingham Ct.
Tampa, FL 33625

Arthur Huprich
18301 Pleasant Ridge Pl.
Lutz, FL 33548

Thor Raabe
5003 Arundell Ct.
Tampa, FL 33624

Chris Stewart
4415 West San Rafael St.
Tampa, FL 33629

Mark Stone
9401 Woodland Ridge Dr.
Temple Terrace, FL 33637

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

Except with respect to Article II hereof, the Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting properly noticed and constituted in accordance with the provisions of the by-laws of the Corporation. Article II hereof, the Corporation's Educational Philosophy, and the Corporation's Statement of Faith may be modified at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting properly noticed and constituted in accordance with the provisions of the by-laws of the Corporation, and provided further that such amendment, after adoption by the Corporation's Board of Directors as provided

for above is thereafter approved by a majority vote of the families whose students are then enrolled at the Corporation's school, with one vote being cast per family.

ARTICLE IX

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

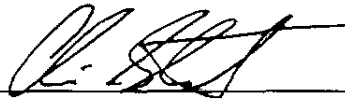
In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and, to the extent possible, which are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows: Chris Stewart, 4415 West San Rafael St., Tampa, FL 33629.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Chris Stewart

December 29, 2005

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of December, 2005 for the uses and purposes therein stated.



Chris Stewart