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CORPORATION SERVICE COMPANY

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ORDER NO. : 938539-005

CUSTOMER NO: 4312311

DOMESTIC FILING

NAME: FOUNDATION FOR EXCELLENCE IN
EDUCATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION OF FOUNDATION FOR EXCELLENCE IN EDUCATION, INC.

ARTICLE I: NAME

The name of the corporation shall be: Foundation for Excellence in Education, Inc. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

610 South Boulevard, Suite 100
Tampa, FL 33606

ARTICLE III. PURPOSE

The Corporation is organized for and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). The purposes for which the Corporation is formed are (i) to promote education by promoting and supporting professional development of teachers and the sharing of best practices with teachers, principals, parents and other education stakeholders, and (ii) to engage in other charitable and educational activities.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be as stated in the Corporation's Bylaws.

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ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

The Corporation shall have at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time, but there shall be at least three (3) directors at all times. The number of directors constituting the initial Board of Directors is three and the names and addresses, including street and number of the persons who are to serve as the initial directors until the organizational meeting or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Jeb Bush	1825 Ponce De Leon Boulevard, #263 Coral Gables, FL 33134-4418
Brian Yablonski	1401 Oven Park Drive Tallahassee, FL 32300
Zach Zachariah	4725 North Federal Highway Ft. Lauderdale, FL 33308

ARTICLE VI. INITIAL REGISTERED AGENT

The address, including street and number, of the initial registered office of the Corporation is: 610 South Boulevard, Suite 100, Tampa, FL 33606. The initial registered agent at such address is Nancy Watkins. The Board of Directors may change the Corporation's registered agent or the location of the Corporation's registered agent in accordance with applicable law.

ARTICLE VII. MEMBERS

The Corporation shall have no members.

ARTICLE VIII. REGULATION OF AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a private foundation pursuant to section 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code), from retaining any excess business holdings (as defined in section 4943(c) of the Code) which would subject the Corporation to tax under section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code, from retaining any assets which would subject the corporation to tax under section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in section 4945(d) of the Code).

D. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding section of any future tax code).

E. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

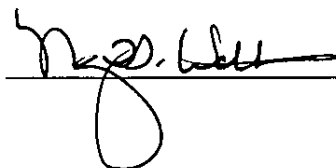
ARTICLE IX. INCORPORATOR

The name and address of the Incorporator is:

Nancy Watkins
610 South Boulevard, Suite 100
Tampa, FL 33606

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.

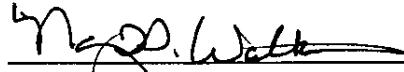
Nancy Watkins



Date: June 6, 2007

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation this 6
day of June 2007.

A handwritten signature in black ink, appearing to read "Nancy Watkins", written over a horizontal line.

Nancy Watkins
Incorporator

4877487/05 6/5/2007