

TRANSMITTAL LETTER
P00000019722

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

SUBJECT: School Counts, Inc.
(Proposed corporate name - must include suffix)
(one word)

800003146318--7
-02/24/00--01046--017
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Warren Husband
Name (Printed or typed)

P.O. Box 10909
Address

Tallahassee, FL 32302-2909
City, State & Zip

222-3730
Daytime Telephone number

Call when ready
NOTE: Please provide the original and one copy of the articles.

FILED
00 FEB 24 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 24 PM 1: 51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

R. VARNADORE FEB 24 2000

FILED
00 FEB 24 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
SCHOOLCOUNTS, INC.

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of forming a business corporation.

Article I - Name

The name of the Corporation is SchoolCounts, Inc.

Article II - Principal Office

The street address of the initial principal office of the Corporation is 1212 Piedmont Drive, Tallahassee, Florida, 32312.

Article III - Corporate Duration

The duration of the Corporation is perpetual.

Article IV - Powers

The Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these articles of incorporation or the bylaws.

Article V - Capitalization

The maximum number of shares this Corporation is authorized to issue is one hundred (100), par value of \$0.01 per share, all of which shall be Common Shares. All Common Shares shall be identical to each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article VI - Registered Office and Agent

The street address of the Corporation's initial registered office is 1212 Piedmont Drive, Tallahassee, Florida, 32312. The initial registered agent for the Corporation at that address is Sande D. Milton.

Article VII - Directors

Subject to the limitations of these articles of incorporation, the bylaws, and Chapter 607, Florida Statutes, concerning corporate action that must be authorized or approved by the shareholders of the Corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the Corporation shall be managed under the direction of the board of directors. The initial board of directors shall consist of four (4) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial board of directors are:

Sande D. Milton
1212 Piedmont Drive
Tallahassee, Florida 32312

Anthony W. Dewees
836 N. Bronough St.
Tallahassee, Florida 32303

James B. Wise
3208 East Whitney Drive
Tallahassee, Florida 32308

Elizabeth R. Flynn
2114 Jeanette St.
Tallahassee, Florida 32312

No meeting of directors need be held to take any action required or permitted to be taken by law, provided all directors entitled to vote individually or collectively consent in writing to the specified action to be taken, and the written consent or consents are filed in the corporate minutes. Action by written consent shall have the same force and effect as action taken by unanimous vote of all directors entitled to vote. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken without a meeting by unanimous written consent of all directors entitled to vote, and that the bylaws authorize this manner of operation. The statement shall be prima facie evidence of such authority.

Article VIII - Officers

The Corporation shall have as officers a president, a vice-president, a secretary, and a treasurer. The board of directors, in its discretion, may appoint a chairman of the board, one or more additional vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as the business of the Corporation may require. The name and address of each person who is to serve as an initial officer of the Corporation are:

President - Sande D. Milton

Secretary - Anthony W. Dewees

Vice President - James B. Wise

Treasurer - Elizabeth R. Flynn

Article IX - Indemnification

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

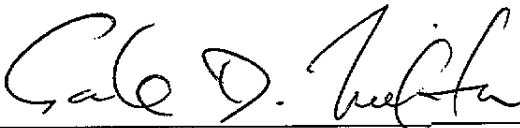
Article X - Incorporator

The name and street address of the person acting as incorporator and signing these articles of incorporation are Sande D. Milton, 1212 Piedmont Drive, Tallahassee, Florida, 32312.

Article XI - Amendment

The Corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in a manner consistent with law and in conformity with the Corporation=s bylaws. _

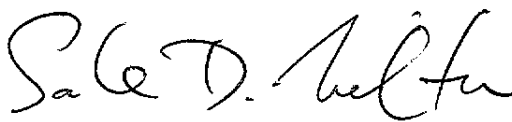
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation at Tallahassee, Leon County, Florida, on this 24th day of February, 2000.



Sande D. Milton
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SchoolCounts, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 607.0501(3), Florida Statutes.



Sande D. Milton
Date: 2-24-00