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The Law Offices of

**Steven Silverman, P.A.**

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Miami, Florida 33156  
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E-Mail miamilaw@abanet.org

May 30, 2002

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-06/03/02--01066--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Florida 32301

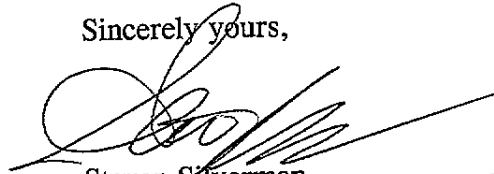
**RE: Circles Learning, Inc.**  
**Our File No. 02-4305**

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$78.75 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,



Steven Silverman

SS/  
Enclosures

02 JUL -3 AM 8:41

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-16132

BR 7/5



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 4, 2002

STEVEN SILVERMAN PA  
9500 SOUTH DADELAND BLVD SUITE 500  
MIAMI, FL 33156

SUBJECT: CIRCLE LEARNING, INC.  
Ref. Number: W02000016132

We have received your document for CIRCLE LEARNING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 202A00036088

ARTICLES OF INCORPORATION  
OF  
CIRCLES LEARNING CURRICULUM, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUL -3 AM 8:41

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: CIRCLES LEARNING CURRICULUM, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V  
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of the corporation shall be located at:

12635 SW 113<sup>th</sup> Court  
Miami, Florida 33176

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is:

12635 SW 113<sup>th</sup> Court  
Miami, Florida 33176

The name and address of the initial registered agent of the corporation is:

**GREG BOWE**  
12635 SW 113<sup>th</sup> Court  
Miami, Florida 33176

**ARTICLE IX**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The name(s) and address(es) of the initial directors of this corporation is/are:

**Greg Bowe, President**  
12635 SW 113<sup>th</sup> Court  
Miami, Florida 33176

Robert Saba, Vice-President  
7420 SW 172<sup>nd</sup> Street  
Miami, Florida 33157

Dan Bentley-Baker, Secretary/Treasurer  
9351 Fountainebleau Blvd.  
Miami, Florida 33172

#### ARTICLE X

#### INCORPORATORS

The name(s) and address(s) of the person(s) signing these Articles is/are:

Greg Bowe  
12635 SW 113<sup>th</sup> Court  
Miami, Florida 33176

Robert Saba  
7420 SW 172<sup>nd</sup> Street  
Miami, Florida 33157

Dan Bentley  
9351 Fountainebleau Blvd.  
Miami, Florida 33176

#### ARTICLE XI

#### ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

#### ARTICLE XII

#### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

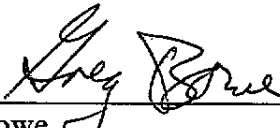
ARTICLE XIII  
INDEMNIFICATION

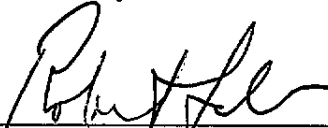
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV  
AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 28 day of May, 2002.

  
\_\_\_\_\_  
Greg Bowe

  
\_\_\_\_\_  
Robert Saba

  
\_\_\_\_\_  
Dan Bentley-Baker

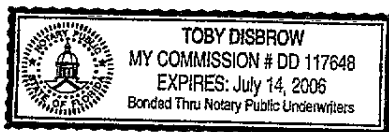
STATE OF FLORIDA                }  
                                              } SS:  
COUNTY OF MIAMI- DADE        }

Before me, the undersigned authority, personally appeared, GREG BOWE, ROBERT SABA, and DAN BENTLEY-BAKER to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 28 day of May, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Toby Disbrow

My Commission Expires:



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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUL -3 AM 8:41

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:  
That **CIRCLES LEARNING CURRICULUM, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami-Dade, State of Florida, has named **CIRCLES LEARNING CURRICULUM, INC.**, located at 12635 SW 113<sup>th</sup> Court, Miami, Florida 33176, as its agent to accept service of process within Florida.

  
GREG BOWE

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

Dated this 19 day of June, 2002.

  
GREG BOWE