

**Learning Point** 897000077773

September 4, 1997

Sandra B. Mortham  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/05/97--01092--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sandra B. Mortham:

Enclosed please find 2 copies of the Articles of Incorporation and a \$78.75 check for filing Learning Point, Inc. as a Florida Corporation.

The enclosed check is for the following items:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$ 8.75	Certificate of Status
<hr/>	
\$78.75	Total

. Could you please return the stamped copy of the Articles of Incorporation and the Certificate Of Status in the attached pre-paid Fed-X return envelope. If you have any question please give me a call.

Sincerely,

*A. Lagerberg*  
A. Lagerberg  
Registered Agent

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*9/4/97*

**STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
of**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**LEARNING POINT, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

**ARTICLE I NAME**

The name of the corporation shall be: Learning Point, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

Learning Point, Inc.  
6355 Metro West Blvd.  
Suite 455  
Orlando, FL 32835

**ARTICLE III SHARES**

The corporation is authorized to issue one class of stock, that being 20,000,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Ty M. Lagerberg  
6355 Metro West Blvd.  
Suite 455  
Orlando, FL 32835

**ARTICLE V INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

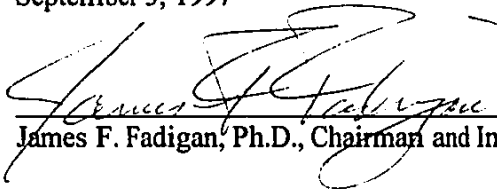
James F. Fadigan, Ph.D., Chairman  
6355 Metro West Blvd.  
Suite 455  
Orlando, FL 32835

**ARTICLE VI DIRECTOR LIABILITY**

No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

September 3, 1997

  
James F. Fadigan, Ph.D., Chairman and Incorporator

*Having been named as registered agent and to accept service of process for Learning Point, Inc. at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am further familiar and accept the obligations of my position as registered agent.*

September 3, 1997

  
Ty M. Lagerberg, Registered Agent

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