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THE AMERICAN SCHOOLS CORPORATION

TRANSMITTAL LETTER

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

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-09/29/99--01026--019
*****70.00 *****70.00

SUBJECT: **THE AMERICAN SCHOOLS ONLINE, INC.**

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate
 \$122.50 Filing Fee & Certified Copy
 \$131.25 Filing Fee, Certified Copy & Certificate

FROM:
John T. Manhire
Chairman
The American Schools Corporation
1133 Louisiana Avenue, Suite 200
Winter Park, FL 32789
(407) 539-1007

FILED
99 SEP 29 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/01/99 T.B.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE AMERICAN SCHOOLS ONLINE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE.
NAME**

The name of the corporation is THE AMERICAN SCHOOLS ONLINE, INC.

**ARTICLE TWO.
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789.

**ARTICLE THREE.
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR.
PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of providing, *inter alia*, education services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE.
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000,000. Such shares shall be of a single class, and shall be without par value.

**ARTICLE SIX.
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789, and the name of its initial registered agent at such address, is The American Schools Corporation.

ARTICLE SEVEN.
DIRECTORS

The number of directors constituting the corporation's initial board of directors is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
John T. Manhire	6124 St. Ives Blvd., Orlando, FL 32819

ARTICLE EIGHT.
INCORPORATORS

The name and address of each incorporator is:

Name	Address
The American Schools Corporation	6124 St. Ives Blvd., Orlando, FL 32819

Executed by the undersigned at on September 27, 1999.



JOHN T. MANHIRE
Chairman, The American Schools Corporation

STATE OF FLORIDA)
COUNTY OF ORANGE)

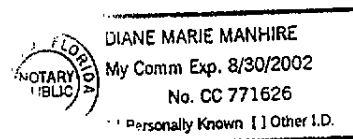
Before me, the undersigned authority, personally appeared John T. Manhire who after being duly sworn, acknowledges that he executed the above Articles of Incorporation for the purposes expressed in them on September 27, 1999.

[Seal]



Notary Public—State of Florida

My Commission Expires: 8/30/2002



CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: THE AMERICAN SCHOOLS ONLINE, INC.

2. Name and address of the registered agent and office:

THE AMERICAN SCHOOLS CORPORATION.
1133 LOUISIANA AVENUE, SUITE 200
WINTER PARK, FLORIDA 32789

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: _____

Signature of Registered Agent: _____


JOHN T. MANHIRE
Chairman, The American Schools Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA