

TRANSMITTAL LETTER

P9900011048

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

600003075866--2
-12/21/99--01013--006
*****78.75 *****78.75

SUBJECT: LEARN TO LEARN, INC.
(Proposed corporate name - must include suffix)

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: JAMES FADIGAN
Name (Printed or typed)

6355 METRO WEST BLVD., SUITE 455
Address

ORLANDO, FLORIDA 32835
City, State & Zip

(407) 926-7203
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 DEC 21 AM 11:26

FILED

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

FILED

1999 DEC 21 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LEARN TO LEARN, INC.

ARTICLE II PRINCIPAL OFFICE

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

6355 METRO WEST BLVD., SUITE 455
ORLANDO, FLORIDA 32835

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

TWENTY MILLION SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

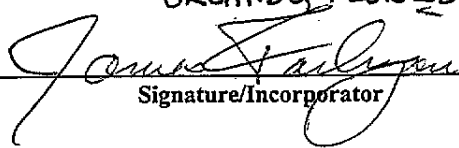
The name and Florida street address of the initial registered agent are:

JAMES FADIGAN
6355 METRO WEST BLVD., SUITE 455
ORLANDO, FLORIDA 32835

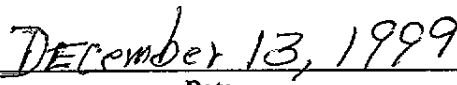
ARTICLE V INCORPORATOR

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

JAMES FADIGAN
6355 METRO WEST BLVD., SUITE 455
ORLANDO, FLORIDA 32835



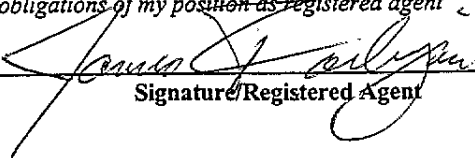
Signature/Incorporator



Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation 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 of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent



Date