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December 13, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

RE: General Education Development Corporation

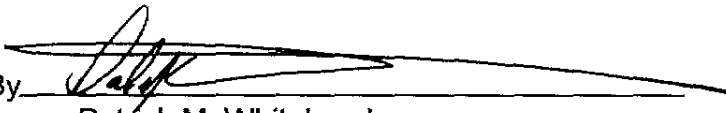
Dear Gentlemen:

Enclosed are the original and a copy of the Amended and Restated Articles of Incorporation of the captioned non-profit corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Very truly yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By 
Patrick M. Whitehead

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GENERAL EDUCATION DEVELOPMENT CORPORATION
A Florida Corporation Not for Profit

FILED
02 DEC 17 AM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GENERAL EDUCATION DEVELOPMENT CORPORATION, on unanimous vote of its Board of Directors and Members, amends and restates its Articles of Incorporation as follows:

ARTICLE I

Name

The name of this corporation shall be GENERAL EDUCATION DEVELOPMENT CORPORATION.

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The initial registered office, principal office and mailing address of this corporation shall be located at 13 Glengary Road, Palm Beach Gardens, FL 33418, and the name of the initial Registered Agent of this corporation at said address shall be DANIELLE ROTHBARD.

ARTICLE III

Purposes and Powers

A. The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer

funds for the purpose of promoting education and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").

B. The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

C. No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the Code.

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or
2. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or
3. By a corporation formed pursuant to Chapter 617, Florida Statutes.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of shall determine. Any of such assets not so disposed of shall be disposed of by the

Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VI

Members shall be qualified as provided in the By-Laws. The initial members of the corporation are:

DANIELLE ROTHBARD
JENNIFER GOFF
AMY ROTHBARD

ARTICLE VII

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VIII

Names and Addresses of the Incorporators

The name and address of the Incorporator is DANIELLE ROTHBARD.

ARTICLE IX

Officers and Times of Their Election

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a Director. Each of such officers

shall hold office until the next annual election or until his successor is chosen and qualified. The names and addresses of the officers who are to serve until the first election are as follows:

DANIELLE ROTHBARD, President

JENNIFER GOFF, Secretary

AMY ROTHBARD, Treasurer

ARTICLE X

Board of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than five (5). The names and residences of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

DANIELLE ROTHBARD

JENNIFER GOFF

AMY ROTHBARD

ARTICLE XI

By-Laws

The first By-Laws shall be made by the Incorporators. All alterations or revisions of the By-Laws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

ARTICLE XII

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this **13th** day of **December, 2002**.



DANIELLE ROTHBARD
Incorporator and President