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BRIAN R. LOE

Attorney at Law

3074 West Lake Mary Boulevard, #136

Lake Mary, Florida 32746

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 15, 2000

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

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*****78.75 *****78.75

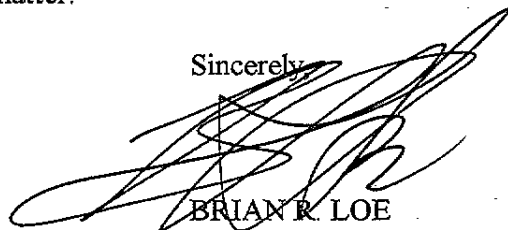
TO WHOM IT MAY CONCERN;

Enclosed are the Articles of Incorporation for Seminole Reading Partners, Inc.. I have enclosed a check for \$78.75 drawn upon my account payable to the Secretary of State in payment of \$35.00 filing fee, \$35.00 register agent designation fee \$8.75 for return of a certificate of status.

Do not hesitate to make a collect phone call to me if everything is not in order.

Thank you for your attention to this matter.

Sincerely,



BRIAN R. LOE

BRL/jms

enc: Check & Articles

PH 9/15/00 -

* ARTICLES OF INCORPORATION *
for
* SEMINOLE READING PARTNERS, INC.*

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In compliance with the requirements of F.S. Chapter 617, the undersigned, CHERYL POLK, being a natural person, does hereby, as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Non-Profit Corporation.

ARTICLE I

The name of the Corporation is SEMINOLE READING PARTNERS, INC.

ARTICLE II

The street address of the initial principal office of the corporation is located at 208 Forest Drive, Sanford FL 32773. The initial mailing address of the Corporation is also 208 Forest Drive, Sanford FL 32773.

ARTICLE III

The purpose for which the corporation is organized is to promote reading, writing and cultural arts in the schools and communities through educational programs and services.

ARTICLE IV

The initial street address of the Corporation's registered office is 3074 West Lake Mary Blvd, #136 Lake Mary FL 32746. The initial registered agent for the Corporation at that address is BRIAN R. LOE. The board of directors may move the registered office and change the registered agent from time to time as it deems appropriate.

ARTICLE V

The method of election of directors shall be as set forth in the by-laws. The corporation shall have three directors initially and, the number of directors permitted by the by-laws may never be less than three.

ARTICLE VI

The corporation will have members. The officers of the corporation shall conduct its daily business. The bylaws of the Corporation shall contain provisions relating to qualification and procedure for appointment as members, election of officers and directors, and other such matters. At a minimum, the members shall on an annual basis elect the board or directors and the directors shall annually propose, elect and confirm the officers of the corporation which shall be a President, a Vice President, a Treasurer and a Secretary. The officers may be removed by the directors in accordance with the by-laws. The directors may be

removed by the members, or, other directors, in accordance with the by-laws.

ARTICLE VII

The name and address of the person signing these articles as Incorporator is CHERYL POLK, 208 Forrest Drive, Sanford FL 32773.

ARTICLE VIII

Upon Dissolution the assets of this corporation may not, cannot and will not be distributed to the officers, directors or any past, present or future members of this corporation. Upon dissolution the assets of this corporation may only be distributed to one or more exempt purposes as set forth in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX

This corporation is expressly prohibited from engaging in any activity for the purpose of propagandizing or otherwise attempting to influence legislation, and, it shall never act on behalf of, or in opposition to, any candidate for public office.

ARTICLE X

The assets of this corporation are intended to be devoted to pursuit of the purposes of this corporation and the powers set forth herein are limited to any and all acts necessary to engage in the purposes of ARTICLE III, above.

ARTICLE XI

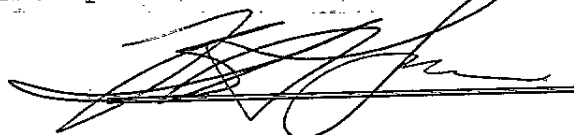
At no time may the board of directors, the officers or future members, if any there be, of this corporation authorize the corporation to make substantial diversion of corporate income or assets whether by preferential loan, excessive payment, over-compensation or preferential sales or purchases of property, to the incorporator or the incorporators family members, or to a substantial contributor or such contributors family or, to the owner of a 50 percent or greater voting power in the corporations affairs.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 30th day of August, 2000.

Cheryl Polk
CHERYL POLK
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public, personally appeared CHERYL POLK who provided identification in the form of a Florida Drivers License, is also personally known to me and signed the foregoing Articles of Incorporation, and acknowledged before me as well that he subscribed to these Articles of Incorporation on the 30th day of August, 2000.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



Brian R Loe
My Commission CC650284
Expires May 26, 2001

CERTIFICATE DESIGNATING REGISTERED OFFICE
AND
REGISTERED AGENT WITHIN THIS STATE

FILED

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SEMINOLE READING PARTNERS, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Seminole County, Florida has named BRIAN R. LOE as its agent to accept service of process within this state at a registered office address of 3074 West Lake Mary Blvd., #136, Lake Mary FL 32746.

By: Cheryl Polk
CHERYL POLK Incorporator

August 30, 2000
DATED: August 30, 2000

ACKNOWLEDGMENT

Having been named to accept service of process for SEMINOLE READING PARTNERS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

By: [Signature]
BRIAN R. LOE
Attorney at Law
Fla. Bar # 722560
3074 W. Lake Mary Blvd. #136
Lake Mary FL 32746
407 323-6128

August 30, 2000
DATED: August 30, 2000