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TRANSMITTAL LETTER

January 4, 2002

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

From: James L. Pruden, PA
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL. 33432
Phone 561 417-4644

SUBJECT: We Read, Inc., a not for profit corporation

Enclosed please find the following:

1. A copy of the Florida Department of State Action letter No. 501A00067734
2. The original and one copy of the revised Articles of Incorporation
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

As this filing is timely, please Federal Express the certified copy of certificate of status to my office and charge my Fed-X account #220636771.

If you have any questions or need any further information, please feel free to contact me at the address or telephone number provided above.

Sincerely,



James L. Pruden, Esq.

Enclosure

FILED
02 JAN -7 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 31, 2001

JAMES L. PRUDEN, PA
370 W CAMINO GARDENS BLVD, STE 210
BOCA RATON, FL 33432

SUBJECT: WE READ, INC.
Ref. Number: W01000029738

We have received your document for WE READ, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

How were the initial directors selected? Appointed or elected and by whom?

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 501A00067734

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Articles of Incorporation
Pursuant to Chapter 617 Fla. Stat, (Not for Profit)
Of
We Read, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1

Corporate Name

The name of this corporation shall be "We Read, Inc."

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 1605-C Linton Lake Drive, Delray Beach, Florida 33445.

Article 3

Purpose of Business

The nature of the business is a private foundation organized, controlled, and supported by a small group of persons to engage in a not for profit business that is organized for the following specific purpose:

- (a) To exclusively engage in a lawful business permitted under the laws of the United States, the State of Florida and in accordance with IRC §501(c)(3) as relating to the operation of a tax exempt educational organization promoting reading skills and literacy over the Internet medium.
- (b) To engage in all other lawful business activities permitted under IRC §501(c)(3), as may be amended from time to time, so as to further accomplish the exclusive purpose specified above.

The Corporation shall not engage, other than insubstantially, in any activity that does not further the exclusive exempt purpose set forth herein.

Article 4

Manner of Election

Upon incorporation of this corporation, the initial incorporator set forth herein shall call an organizational meeting for the purpose of appointing not less than (3) directors of the corporation who shall thereafter appoint officers and hold office until their successors have been duly elected and qualified as directors in the manner and method stated in the bylaws adopted by the corporation.

Article 5

Distributions upon Dissolution

Upon any dissolution event of the Corporation, the net assets of the Corporation, after payment of the Corporation's debts, shall be distributed for one or more exempt purposes or to a federal, state or local government for a public purpose. In the absence of any such distribution, a court of competent jurisdiction shall distribute the net assets in a manner, and consistent with, the purpose of the corporation.

Article 6

Effective Date of Corporation

The Corporation shall commence its existence on the date constituting five days prior to the filing date of these Articles of Incorporation.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.
370 W. Camino Gardens Blvd., Ste. 210
Boca Raton, FL 33432

Article 8

Indemnification

No Director or Officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Not For Profit Corporation Act or any successor law or laws.

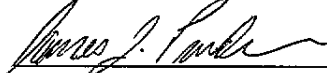
Article 9

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is James Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 4th day of January, 2002.

Incorporator


James L. Pruden, Esq.,

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 617.0501, Florida Statutes, We Read, Inc., a nonprofit corporation existing under the laws of the State of Florida with its principal office and mailing address at 1605-C Linton Lake Drive, Delray Beach, FL 33445 has named James L. Pruden, Esq., whose address is 370 W. Camino Gardens Blvd., Ste. 210, Boca Raton, FL 33432 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


James L. Pruden, Esq.

FILED
02 JAN -7 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA