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LAW OFFICES OF
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June 12, 2002

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Re: Center of Learning, Inc.
Our File No. 099016

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for *Claud Bowers Center of Learning, Inc.* and a check in the amount of \$78.75 for filing fees, registered agent designation and a certified copy of the Articles.

If you have any questions, please don't hesitate to call.

Sincerely,



Stephen W. Beik

SWB/ge

cc: Enclosures 3

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLAUD BOWERS CENTER OF LEARNING, INC.**

A CORPORATION NOT FOR PROFIT

I, the undersigned, a person of the State of Florida, being competent to contract, hereby form this corporation not for profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be Claud Bowers Center of Learning, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

4520 Parkbreeze Court, Orlando, Florida 32808

ARTICLE III - PURPOSES

This corporation is organized and shall be administered and operated exclusively for religious, charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in particular:

A. To plan for, design and install a high definition TV transmitter facility and production center to host video classroom training and transmit educational distance learning programming to underserved diverse cultural groups, educational and penal institutions, government and community service agencies via video tape, compressed video transmission, telecommunications, satellite, fiber optics and Internet mediums,

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and

B. to engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing purposes and for no other purposes, the corporation shall have all of the powers granted to non-stock corporations by section 617.0302 of the Florida Not-for-Profit Corporation Act; provided, however, that the corporation shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - MEMBERS

The corporation shall have no members.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The directors shall be elected in the manner set forth in the Bylaws of the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent are: Claud Bowers, 4520 Parkbreeze Court, Orlando, Florida 32808.

ARTICLE VII - BYLAWS

The Board of Directors of the corporation shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

ARTICLE VIII - OTHER PROVISIONS

A. No part of the net earnings of the corporation shall inure to the benefit of, or be

distributable to its members, trustees, 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 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to Associated Christian Television Systems, Inc., if it is then exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If it is not then so exempt, the remaining assets shall be distributed exclusively for the corporation's religious, charitable and educational purposes, or to organizations which are then exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to which contributions are then deductible under Section 170(c)(2) of such Code.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in any manner permitted by the Florida Not-for-Profit Corporation Act; provided that any such amendment shall not be effective or filed unless endorsed with the express written consent of Associated Christian Television System, Inc.

ARTICLE X - INITIAL DIRECTORS

The names and addresses of the initial directors of the corporation are:

Claud Bowers	4520 Parkbreeze Court
	Orlando, Florida 32808

Freeda Bowers 4520 Parkbreeze Court
Orlando, Florida 32808

P.B. Howell, Jr. 603 Gibson Street
Leesburg, Florida 34748

Stephen W. Beik 1101 N. Lake Destiny Road, Suite 120
Maitland, Florida 32751

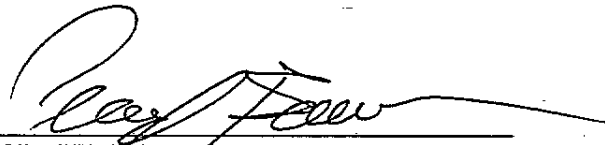
ARTICLE XI - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Claud Bowers
4520 Parkbreeze Court
Orlando, Florida 32808

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 11 day of JUNE, 2002.

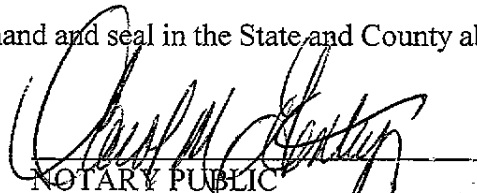
Dated: JUNE 11, 2002

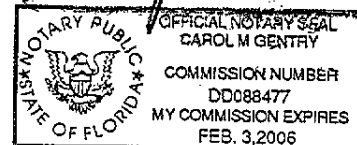

CLAUD BOWERS
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and
in the County aforesaid to take acknowledgments, personally appeared Claud Bowers, President of
Claud Bowers Center of Learning, Inc., who is personally known to me and who executed the
foregoing Articles of Incorporation and acknowledged before me that he executed the same for the
purpose expressed therein.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this
11th day of June, 2002



NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: Claud Bowers Center of Learning, Inc.
2. The name and address of the registered agent is: Claud Bowers, 4520 Parkbreeze Court, Orlando, Florida 32808.



Claud Bowers
Title: Incorporator

Date: June 11, 2002

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.



Claud Bowers

Date: JUNE 11, 2002

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