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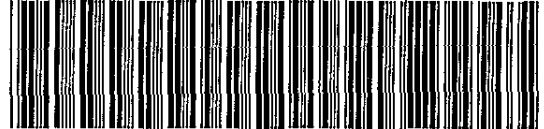
(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE



The Walker Law Offices, P.A.

Attorneys & Counselors at Law
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Jacksonville, Florida 32202
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Willie J. Walker, Esq. ++
LaFonda E. Gipson, Esq. +

*Licensed in Fla. & Ga.
+Circuit Civil Mediator

Brunswick, GA Location
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Brunswick, GA 31520
(912) 466-0363

November 13, 2002

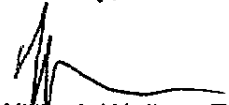
Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed, please find Articles of Incorporation for **ACADEMIC LEADERSHIP INSTITUTE, INC.**, corporation along with a check in the amount of \$122.50 for filing and designation of registered agent. We have additionally enclosed a copy to be certified and returned to us.

If there are any questions, comments or concerns, please do not hesitate to call.

Sincerely,


Willie J. Walker, Esquire

WJW/abt

Enclosures

ARTICLES OF INCORPORATION

OF THE

ACADEMIC LEADERSHIP INSTITUTE, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned subscribers to these articles of incorporation, each a natural person, competent to contract, hereby associate ourselves together for the purpose of constituting a non-profit tutoring and educational center, to operate in accordance with the laws of the Statutes of the State of Florida relative to corporations not for profit; and we hereby covenant and agree as follows:

ARTICLE I: NAME

The name of this non-profit corporation shall be Academic Leadership Institute, Inc.

ARTICLE II: TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PURPOSE

The purposes for which the Academic Leadership Institute, Inc. is organized are exclusively tutoring, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV: POWERS

To the end that the foregoing objectives and purposes and any related charitable purposes may be carried out, performed and accomplished, this corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its benevolent, charitable, literary and educational purposes. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Subject to the foregoing limitations, and subject specifically to the provisions of Sections 617.0105 of the Florida Statutes, corporation shall have all of the rights and powers set forth in Section 617.021 of the Florida Statutes.

ARTICLE VI

The street address of the initial registered office of the corporation is 625 W. Union Street, Suite 3, Jacksonville, FL 32202, and the name of its initial registered agent is **LaFONDA E. GIPSON, ESQUIRE**, and her address is 625 W. Union Street, Suite 3, Jacksonville, FL 32202. The principal place of business shall be 1209 Tyler Street, Jacksonville, FL 32209.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is eight (8). The number of directors shall be fixed by the By-laws and may be changed from time to time. The names and address of said persons is:

MILDRED B. SMITH	1190 West Edgewood Avenue Jacksonville, FL 32208
MARTHA M. QUINTERO	5423 Otters Run Lane Jacksonville, FL 32258
ALISIA L. G. SMITH	11512 Citrus Cove Court Jacksonville, FL 32218
LaFONDA E. GIPSON	625 W. Union Street Suite 3 Jacksonville, FL 32202
VERONICA LIFE	P.O. Box 54656 Jacksonville, FL 32245
BRUCE L. JONES	P.O. Box 351336 Jacksonville, FL 32225
TAMMY D. BUTLER	4741 Atlantic Blvd. Suite D Jacksonville, FL 32207
JAVON C. SHANNON	11525 Birch Forest Circle East Jacksonville, FL 32208

ARTICLE VII

The name and address of the incorporator is:

DR. MILDRED B. SMITH	1190 West Edgewood Avenue Jacksonville, FL 32208
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IN WITNESS WHEREOF, the incorporator above named, have hereunto set his hand and seal, this 3rd day of Nov., 2002.

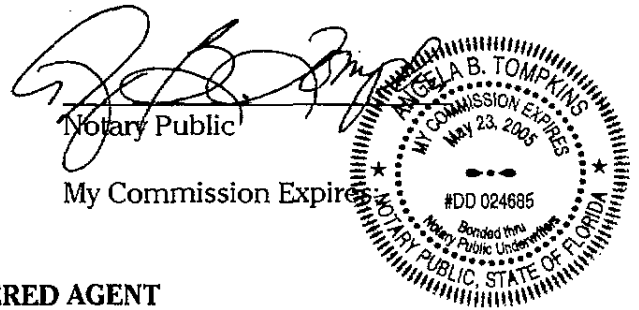

DR. MILDRED B. SMITH

STATE OF FLORIDA

COUNTY OF DUVAL

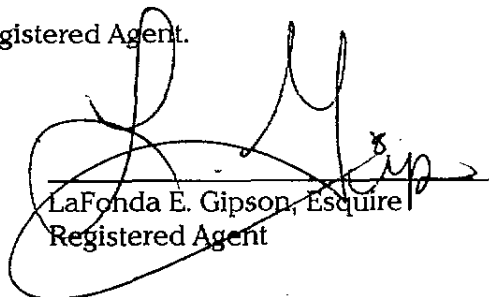
BEFORE ME, the undersigned authority, personally appeared **DR. MILDRED SMITH**, for whom, after first being duly sworn, deposed and states that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State named above, this 13th day of Nov., 2002.



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.


LaFonda E. Gipson, Esquire
Registered Agent