

**Electronic Articles of Incorporation
For**

N07000008972
FILED
September 12, 2007
Sec. Of State
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BANNER LEARNING CORP.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BANNER LEARNING CORP.

Article II

The principal place of business address:

8177 GLADES ROAD
217
BOCA RATON, FL. 33434

The mailing address of the corporation is:

8177 GLADES ROAD
217
BOCA RATON, FL. 33434

Article III

The specific purpose for which this corporation is organized is:

TO OPERATE SCHOOLS AND EDUCATION-RELATED PROGRAMS.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

BARRY COHEN
8177 GLADES ROAD
217
BOCA RATON, FL. 33434

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BARRY COHEN

Article VI

The name and address of the incorporator is:

BARRY COHEN
8177 GLADES ROAD
217
BOCA RATON, FL 33434

Incorporator Signature: BARRY COHEN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ERIC A CARLTON
8177 GLADES ROAD, STE 217
BOCA RATON, FL. 33434

Title: VP
BARRY L COHEN
8177 GLADES ROAD, STE 217
BOCA RATON, FL. 33434

Title: VP
SIDNEY B YELDELL
1291 W. 104TH STREET
CLEVELAND, OH. 44102

Article VIII

The effective date for this corporation shall be:

09/12/2007