

**Electronic Articles of Incorporation
For**

N11000004500
FILED
May 05, 2011
Sec. Of State
dcushing

WATERFORD INSTITUTE INC.

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:

WATERFORD INSTITUTE INC.

Article II

The principal place of business address:

1590 E. 9400 S.
SANDY, UT. 84093

The mailing address of the corporation is:

1590 E. 9400 S.
SANDY, UT. 84093

Article III

The specific purpose for which this corporation is organized is:

WATERFORD INSTITUTE USES TECHNOLOGY TO PROVIDE EDUCATIONAL
EQUITY AND EXCELLENCE FOR ALL CHILDREN AND HAS THE WORLD
LEAD IN DEVELOPING EDUCATIONAL SOFTWARE FOR YOUNG CHILDREN.
OVER FOUR MILLION CHILDREN HAVE USED WATERFORD 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:

GREGG SIRRINE
1131 N K STREET
LAKE WORTH, FL. 33460

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

Registered Agent Signature: GREGG SIRRINE

Article VI

The name and address of the incorporator is:

CLAUDIA MINER
1590 E 9400 S

SANDY, UT 84093

Electronic Signature of Incorporator: CLAUDIA MINER

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: D
PRISCILLA WINN-BARLOW
170 WATER STREET
STONINGTON, CT. 06378

Title: D
LAWERENCE LEIGHTON
1088 PARK AVENUE
NEW YORK, NY. 10128

Title: D
EDWARD ROVER
505 FIFTH AVENUE 6TH FLOOR
NEW YORK, NY. 10017

Title: D
ALLISON GUSHEE MOLKENTHIN
101 PARK AVENUE 22ND FLOOR
NEW YORK, NY. 10178

Title: D
BENJAMIN LAMBERT
40 WEST 57TH ST. 22ND FLOOR
NEW YORK, NY. 10019

Article VIII

The effective date for this corporation shall be:

05/04/2011