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FLORIDA PROFIT/NON PROFIT CORPORATION
TUNEin to Learning, Inc.

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**ARTICLES OF INCORPORATION
OF
TUNEIN TO LEARNING, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: TUNEin to Learning, Inc. The principal place of business and mailing address are: 5401 Hangar Court, Tampa, FL 33634.

ARTICLE II

Terms of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, but not limited to helping to improve literacy levels in K-12 schools in the United States.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 5401 Hangar Court, Tampa, FL 33634, and the name of its initial registered agent at such address is Charles A. Franzblau.

ARTICLE VI
Directors

The number of directors and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors.

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Cristin C. Keane.	4221 W. Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 26th day of May 2011.

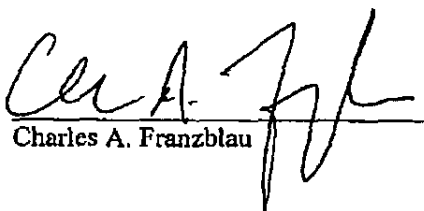

Cristin C. Keane, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 26th day of May 2011.

Registered Agent:


Charles A. Franzblau

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