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TO DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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**ARTICLES OF INCORPORATION
OF
EXCELLENCE IN EDUCATION, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is Excellence in Education, Inc.

II.

Term of Existence

The date when corporate existence will commence is February 19, 1996 in accordance with the provisions of Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.

IV.

Purposes

The purposes for which the Corporation is formed are to operate for the advancement of public education and for other charitable purposes by the distribution of its funds for such purposes and particularly for education of gifted children and any and all other lawful business.

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TALLAHASSEE, FLORIDA

Prepared by: Karen Meyer Buesing
Florida Bar No. 0348491
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.

Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(4) of the Code and specified in Article III above. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Code.

VI.

Dissolution

Upon dissolution of this Corporation, or the liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed to entities qualifying under Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, or to the State of Florida, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the Corporation will be distributed to or for the benefit of any member, officer or director of the Corporation or to any other individual; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

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VII.
Directors

The Corporation will have three directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least three directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Karen Meyer Buesing	101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602
Judith G. Mann	1533 South Lodge Drive Sarasota, Florida 34239
Terry Stetson Wilson	5101 Lake-In-The-Woods Boulevard Lakeland, Florida 33813

VIII.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Karen Meyer Buesing.

IX.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Karen Meyer Buesing	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
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 on February 19, 1996.



Karen Meyer Buesing, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 19, 1996.



Karen Meyer Buesing

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