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September 5, 1996

Honorable Sandra Barringer Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: PROGRESSIVE EDUCATION, INC.

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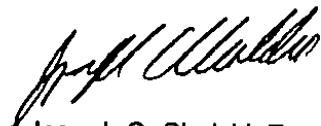
Dear Madam:

Enclosed are two copies of the Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the following:

- Filing Fee
- Certified Copy Fee
- Registered Agent Fee

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to us.

Sincerely yours,



Joseph C. Skalski, Esquire

JCS/pz

encl.
progress-slp

V 73450

FILED
96 SEP -9 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

896A 0004-2325

IN THE CIRCUIT COURT OF THE
SIXTH JUDICIAL CIRCUIT, IN
AND FOR PASCO COUNTY,
FLORIDA

CASE NO. 96-4464 CA Div. B
FLORIDA BAR NO. 0802085

IN RE:

PROGRESSIVE EDUCATION, INC.

PETITIONER.

FILED
65 SEP -9 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPROVAL AND ENDORSEMENT
BY CIRCUIT COURT JUDGE**

HAVING FOUND THE ACCOMPANYING ARTICLES OF INCORPORATION FOR PROGRESSIVE EDUCATION, INC., TO BE IN PROPER FORM, THESE ARTICLES ARE HEREBY APPROVED AND HENCEFORTH ALL OF THE PROPERTY OF THE PETITIONING FOR PROFIT CORPORATION SHALL BECOME THE PROPERTY OF THE SUCCESSOR CORPORATION NOT FOR PROFIT SUBJECT TO ALL THE INDEBTEDNESS AND LIABILITIES OF THE PREDECESSOR FOR PROFIT CORPORATION.

SIGNED AND DATED

AUG 30 1996

CIRCUIT COURT Judge Edward F. Swanson, Jr.
CIRCUIT JUDGE

COPY TO: Joseph C. Skalski, Esq.
4500 - 140th Avenue N.
Suite 214
Clearwater, FL 34622

**ARTICLES OF INCORPORATION
OF
PROGRESSIVE EDUCATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation shall be PROGRESSIVE EDUCATION, INC.

Article II - Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:

2420 Collier Parkway
Land O' Lakes, FL 34639

Article III - Manner of Election of Directors

The specific purpose for which this corporation is organized is to operate a day school.

Article IV - Manner of Election of Directors

The manner in which the directors are elected or appointed shall be provided in the By-Laws of the corporation.

Article V - Limitation of Corporate Power

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, without limitation.

Article VI - Initial Registered Agent and Street Address

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

Richard J. Wendlek, 2420 Collier Parkway, Land O' Lakes, FL 34639

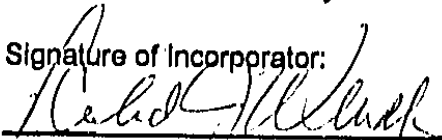
Article VII - Incorporator

The name and the street address of the incorporator for these articles of incorporation is:

Richard J. Wendlek, 2420 Collier Parkway, Land O' Lakes, FL 34639

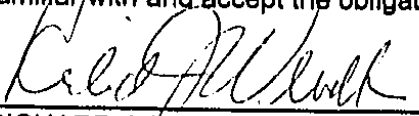
21 The undersigned incorporator has executed these Articles of Incorporation this day of August, 1996.

Signature of Incorporator:


RICHARD J. WENDLEK

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE
ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation 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 under Section 617.0501, Florida Statutes, and I am familiar with and accept the obligations of my position as registered agent.


RICHARD J. WENDLEK

8-21-96
DATE

FILED
56 SEP -9 PH 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA