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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002715079--7
-12/17/98--01114--008
*****78.75 *****78.75

SUBJECT: Active Learning Academy, Inc.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
1-1-99

98 DEC 17 AM 10:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sunshine Marketing SMI
Name (Printed or typed)

P.O. Box 701
Address

ESTERO FLORIDA 33928
City, State & Zip

941-948-1658
Daytime Telephone number

R CHESSER DEC 22 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ACTIVE LEARNING ACADEMY, INC.**

The undersigned do hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a not for profit corporation under the laws of the State of Florida.

EFFECTIVE DATE
1-1-99

ARTICLE I

The name of the Corporation shall be:
ACTIVE LEARNING ACADEMY, INC.

ARTICLE II

The principal place of business and mailing address of the corporation will be

14949 S. Tamiami Trail suite 112
North Port, Florida 34287

ARTICLE III

The general purpose for this not for profit corporation is organized to establish and operate (a) not for profit school(s) and charter school(s). For these purposes this corporation may engage in any activity and exercise any power of authority that may be engaged in by a non-profit corporation organized under Chapter 617, Florida Statutes, as amended.

ARTICLE IV

The number of Directors constituting the initial Board is three (3). The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than two (2). The name and address of each person who is to serve as a member of the initial Board of Directors are as follows:

Alexis Thompson, President
14949 S. Tamiami Trail #112
North Port, FL 34287

David Thompson, Vice President
4634 San Antonio Lane
Bonita Springs, FL 34134

Sean Austin, Secretary/Treasurer
4640 San Antonio Lane
Bonita Springs, FL 34134

The Board of Directors are elected according to the provisions of the Bylaws.

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ARTICLE V

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or shall be distributed to its members, directors, or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities deemed impermissible for corporations exempt from federal income tax under section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or by a corporation, contributions to which are deductible under section 170(c)2 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all the assets of the corporation exclusively for the purposes of this corporation in the manner or to organizations that are organized and operated exclusively as exempt organizations in Section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States of 1986 or the corresponding provision of any future United States internal revenue law, or after paying or making provisions for the liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is located. Such court of competent jurisdiction shall dispose of the assets of this corporation to organizations that are organized and operated exclusively for charitable, educational, or scientific purposes.

ARTICLE VI

The street address and the name of the initial registered agent of this corporation are as follows:

Alexis Thompson
14949 S. Tamiami Trail #112
North Port, FL 34287

ARTICLE VII

The name and address of the Incorporator to these Articles of Incorporation are:

Alexis Thompson
14949 S. Tamiami Trail #112
North Port, Florida 34287



Alexis Thompson/Incorporator



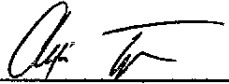
Date

ARTICLE VIII

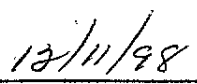
This corporation's existence will commence on the 1st Day of January 1999.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as registered agent.



Alexis Thompson/Registered Agent



Date

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