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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

CLASSBASE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

B. McKnight JAN 11 2000

ARTICLES OF INCORPORATION
OF
CLASSBASE, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I
Name

The name of the Corporation shall be CLASSBASE, INC.

ARTICLE II
Principal Office

The principal office of the Corporation is located at 2180 West S.R. 434, Suite 6150, Longwood, Florida 32779, and its mailing address is the same.

ARTICLE III
Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100,000,000 shares of Common Stock, with a \$.01 par value per share.

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ARTICLE VI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be c/o Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209. The initial registered agent of the Corporation at the registered office shall be Intrastate Registered Agent Corporation.

ARTICLE VII
Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Kevin L. Jackson	2180 West S.R. 434 Suite 6150 Longwood, Florida 32779
John Johnson	2180 West S.R. 434 Suite 6150 Longwood, Florida 32779

ARTICLE VIII
Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Louis T. M. Conti	c/o Holland & Knight LLP Post Office Box 1526 Orlando, Florida 32802-1526

Executed this 10th day of January, 2000.



Louis T. M. Conti, Incorporator

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.

INTRASTATE REGISTERED AGENT
CORPORATION, Registered Agent

By: _____
Louis T. M. Conti, Vice President

Date: January 10th, 2000

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