

P00000003747

Watson & Osborne, P.A.

Attorneys at Law FILED

00 JAN -6 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

January 4, 2000

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

700003090817--5
-01/06/00--01081--013
*****78.75 *****78.75

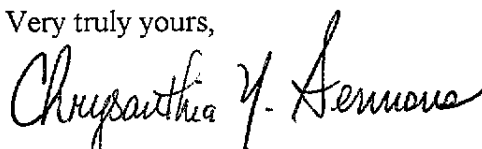
Re: ECHO Consortium, Inc.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for ECHO Consortium, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Secretary of State, to cover your fees for filing and certification. Please return the certified copy in the postage prepaid, self-addressed envelope enclosed for your convenience.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,



Chrysanthia Y. Sermons
Legal Assistant

/cys

Enclosures

PN 1/12/2000✓

ARTICLES OF INCORPORATION
OF
ECHO CONSORTIUM, INC.

FILED
00 JAN -6 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is ECHO Consortium, Inc. The principal office and mailing address of this corporation is P. O. Box 350057, Jacksonville, Florida 32235-0057.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of capital stock, each share having a par value of \$1.00. Initially five hundred ten (510) shares will be issued to Discovery Education Systems, Inc.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 12759 Ashbrook Circle East, Jacksonville, Florida 32225, and the name of the initial registered agent of the corporation at that address is Margaret E. McCaughey.

ARTICLE V

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Margaret E. McCaughey	12759 Ashbrook Circle East Jacksonville, Florida 32225	President, Secretary Treasurer

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Street Address</u>
Margaret E. McCaughey	12759 Ashbrook Circle East Jacksonville, Florida 32225

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X

Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 3rd day of January, 2000.

Margaret E. McCaughey
Margaret E. McCaughey
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of January, 2000 by Margaret E. McCaughey.

[Signature]
Notary Public, State of Florida

 **Lee S. Osborne**
MY COMMISSION # CC857290 EXPIRES
ON 12/12/2001
BONDED THRU TROY FARM INSURANCE, INC.

Personally known [Signature] or produced [Signature] as identification.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

ECHO Consortium, Inc., desiring to organize under the laws of the State of Florida as a corporation has named Margaret E. McCaughey, who maintains an office at 12759 Ashbrook Circle East, Jacksonville, Florida 32225, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

Dated this 3rd day of January, 2000.

By: Margaret E. McCaughey
Margaret E. McCaughey

FILED
00 JAN -6 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 3rd day of January, 2000.

Margaret E. McCaughey
Margaret E. McCaughey