CAPITAL CONNECTION, INC. 17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 800003101438---5 -01/18/00--01080--018 *****70.00 *****70.00 Art of Inc. File____ LTD Partnership File_____ Foreign Corp. File____ L.C. File Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Star Certificate of Status_ Certificate of Fictitious Name_ Corp Record Search_ Officer Search_ Fictitious Search Fictitious Owner Search____ Signature Vehicle Search Driving Record_ Requested by: UCC 1 or 3 File UCC 11 Search Name Date Time UCC 11 Retrieval Walk-In _

Courier_

Will Pick Up

ARTICLES OF INCORPORATION OF EDUTAINMENT, INC.

In compliance with the requirements of The Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I NAME

The name of the corporation ("Corporation") is EDUTAINMENT, INC.

ARTICLE II DURATION

The duration of the corporation shall be perpetual.

A 44 A 44 A

ARTICLE III PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2780 N. Riverside Drive, Suite 805, Tampa, FL 33602

ARTICLE IV STOCK

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 2780 N. Riverside Drive, Suite 805, Tampa, FL 33602. The initial registered agent for the Corporation at that address is Lanny Fuettere.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

00 JAN 18 PM 2: 49

Name

Address

Lanny Fuettere

2780 N. Riverside Drive Suite 805

Tampa, FL 33602

ARTICLE VII INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>

Address

Lanny Fuettere

2780 N. Riverside Drive Suite 805

Tampa, FL 33602

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this day of January, 2000.

Lanny Fuettere

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for EDUTAINMENT, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Lanny Fuettere

Dated this 6 day of January, 2000