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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

ActiveClassroom.com, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ACTIVECLASSROOM.COM, INC.**

ARTICLE I - NAME

The name of this Corporation is ActiveClassroom.com, Inc.

ARTICLE II - ADDRESS

The principal office and the mailing address of this Corporation is 8649 Crooked Tree Drive, Jacksonville, Florida 32256.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 112 West Adams Street, Suite 1701, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Richard W. Buck, Esq.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Richard W. Buck, Esq., 112 West Adams Street, Suite 1701, Jacksonville, Florida 32202.

ARTICLE VII - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

Page 1 of 3

Prepared By:
Richard W. Buck, Esq.
LawTech, P.A.
112 West Adams St.
Suite 1701
Jacksonville, FL 32202
(904)358-8800
Florida Bar No.: 0981648

Facsimile Audit No.: H000000037630

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 24th day of January, 2000.



Richard W. Buck, Esq.
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ActiveClassroom.com, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, Florida, has named Richard W. Buck, Esq., located at 112 West Adams Street, Suite 1701, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Date: 1/24/2000


Richard W. Buck, Esq.
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Richard W. Buck, Esq., hereby agrees to act in this capacity, and Richard W. Buck, Esq., further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Date: 1/24/2000


Richard W. Buck, Esq.