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C. Robert Edewaard, P.A.

C. Robert Edewaard
General Practice

April 6, 2000

COUNSELORS AT LAW

FILED

00 APR -7 AM 9:36

P.O. Box 3297
Gainesville, FL 32602
(352) 372-0223

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

04/17/00

400003200124--6

-04/07/00--01071--004

*****78.75 *****78.75

RE: UNIVERSAL EDUCATION CORPORATION

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named enterprise and the Certificate Designating Registered Agent. Please file the original and certify and return to us the second copy. Please note that the day for commencing corporate existence is April 17, 2000.

We are enclosing our check in the amount of \$78.75, covering:

\$ 35.00 -- Filing Fee

\$ 8.75 -- Certified copy

\$ 35.00 -- Certificate Designating Registered Agent

\$ 78.75

Your continued cooperation is greatly appreciated.

Very truly yours,



C. ROBERT EDEWAARD

CRE/dm

Enclosures

xc: H. Groger



He has showed you, O man, what is good, And what does the LORD require of you?
To act justly and to love mercy and to walk humbly with your God. MICAH 6:8

PN
4/13/00 ✓

**ARTICLES OF INCORPORATION
OF
UNIVERSAL EDUCATION CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is UNIVERSAL EDUCATION CORPORATION

ARTICLE II. DURATION

EFFECTIVE DATE
04/17/00

This corporation shall have a perpetual existence. This corporation shall commence existence on April 17, 2000.

ARTICLE III. PURPOSE

The general purposes for which the corporation is organized are:

1. To develop internet resources that will:
 - a. enable educators and students to have improved access to educational materials over the internet;
 - b. promote the character basis of education;
 - c. enhance communication between educators and students and their peers;
 - d. develop ways of organizing data that are amenable with the character basis of education;
 - e. encourage life-long learning and education; and
 - f. develop and establish technological advancements leading to the enhancement of educational processes.
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and engage in any form of trade or business which can, in the opinion of the Board of Directors or Stockholders of the corporation, be advantageously carried on in a profitable manner.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLES OF INCORPORATION OF UNIVERSAL EDUCATION
CORPORATION,
Page 2.**

ARTICLE IV. CAPITAL STOCK - PAR VALUE

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000). Such shares shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00). The shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set forth opposite their respective name:

HOWARD P. GROGER -- 20,000 shares

MOISHE I. GROGER -- 2,000 shares

GEORGE LEBO -- 8,000 shares

ARTICLE V. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, those shares may be offered and sold may be furthered specified by written agreement among all the shareholders of this corporation.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial director is

HOWARD P. GROGER

4004 NW 14th Place
Gainesville, FL 32605

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Any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders as provided in the bylaws.

ARTICLE X. INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

HOWARD P. GROGER

4004 NW 14th Place
Gainesville, FL 32605

ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4004 NW

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14th Place, Gainesville, Florida, and the name of its initial registered agent at such address is HOWARD P. GROGER.

ARTICLE XII. PLACE OF BUSINESS

The principle place of business of the corporation is 4004 NW 14th Place, Gainesville, Florida 32605, and the mailing address of the corporation is the same.

ARTICLE XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribed have executed these Articles of Incorporation on the 5th day of April, 2000.

Howard P. Groger
Howard P. Groger, Corporate Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation of Universal Education Corporation, was acknowledged before me this 5th day of April, 2000, by HOWARD P. GROGER, who is personally known to me or who produced Florida drivers license as identification and who did not take an oath.

WITNESS my hand and official seal, this 5th day of April, 2000.

NOTARY PUBLIC:

C. Robert Edewaard

Signature of Notary
State of Florida at Large

My commission expires:



C. Robert Edewaard
MY COMMISSION # CC726847 EXPIRES
March 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ARTICLES OF INCORPORATION OF UNIVERSAL EDUCATION
CORPORATION,
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ACCEPTANCE AS REGISTERED OFFICE AND
ACCEPTANCE AS REGISTERED AGENT
FOR UNIVERSAL EDUCATION CORPORATION

The undersigned, as the Registered Agent for Universal Education Corporation, hereby agrees to accept service of process at the Registered Office located at the address stated below, during the times prescribed by law and to post a sign in said office according to law.

April 5, 2000
Date

Howard P. Groger
HOWARD P. GROGER
4004 NW 14th Place
Gainesville, FL 32605
Registered Agent for UNIVERSAL
EDUCATION CORPORATION

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