

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000000 45225

Power Education,
Inc

500003240355--7
-05/05/00--01024--021
*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File
<input type="checkbox"/>	LTD Partnership File
<input type="checkbox"/>	Foreign Corp. File
<input type="checkbox"/>	L.C. File
<input type="checkbox"/>	Fictitious Name File
<input type="checkbox"/>	Trade/Service Mark
<input type="checkbox"/>	Merger File
<input type="checkbox"/>	Art. of Amend. File
<input type="checkbox"/>	RA Resignation
<input type="checkbox"/>	Dissolution / Withdrawal
<input type="checkbox"/>	Annual Report / Reinstatement
<input checked="" type="checkbox"/>	Cert. Copy
<input type="checkbox"/>	Photo Copy
<input type="checkbox"/>	Certificate of Good Standing
<input type="checkbox"/>	Certificate of Status
<input type="checkbox"/>	Certificate of Fictitious Name
<input type="checkbox"/>	Corp Record Search
<input type="checkbox"/>	Officer Search
<input type="checkbox"/>	Fictitious Search
<input type="checkbox"/>	Fictitious Owner Search
<input type="checkbox"/>	Vehicle Search
<input type="checkbox"/>	Driving Record
<input type="checkbox"/>	UCC 1 or 3 File
<input type="checkbox"/>	UCC 11 Search
<input type="checkbox"/>	UCC 11 Retrieval
<input type="checkbox"/>	Courier

FILED
RECEIVED
00 MAY -5 PM 3:47
00 MAY -5 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

5/5/00 9:00

SMITH MAY 05 2000

ARTICLES OF INCORPORATION
OF
POWER EDUCATION, INC.

FILED
00 MAY -5 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

POWER EDUCATION, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage in the operation of internet educational tutoring and may additionally engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with par value of One (\$1.00) Dollar per share. The amount of capital with which the corporation will begin business is One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is

1030 W. International Speedway Blvd., Suite 100, Daytona Beach, Florida 32114-3415, and the name of the initial registered agent of this corporation at that address is Randal L. Schechter, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Abderrahmane Dehili, 180 Parrulli Drive, Ormond Beach, Florida 32174.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the shareholders. At such time that a board of directors is created by the shareholders, the power to adopt, alter, amend and repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE IX - ISSUANCE OF STOCK

Shares of capital of this corporation shall be issued initially to the following persons and in the amounts set forth opposite each name:

Abderrahmane Dehili 100 shares

ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting shall be the act of the shareholders.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May, 2000.

Abderrahmane Dehili
Abderrahmane Dehili

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me Abderrahmane Dehili, who produced Fla. Drivers license as identification and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 1st day of May, 2000.

 Samantha Jones-Baker
My Commission CC858655
Expires July 27, 2003

Samantha Jones Baker
Notary Public SAMANTHA JONES-BAKER
My Commission Expires:

**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:

FIRST, THAT POWER EDUCATION, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 180 PARRULLI DRIVE, ORMOND BEACH, STATE OF FLORIDA, HAS
NAMED RANDAL L. SCHECTER, ESQUIRE, 1030 W. INTERNATIONAL SPEEDWAY BLVD.,
SUITE 100, DAYTONA BEACH, FLORIDA 32114-3415, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: A. Dehi
Corporate Officer

TITLE: President

DATE: 05/01/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
(Resident Agent)

DATE: 05/01/00

FILED
00 MAY -5 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA