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May 25th, 2000

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

RE: A CULTURAL ADVENTURE, INC.

Ladies and Gentlemen:

Please charter the referenced entity as a corporation for profit under Florida law and return a certified copy of the enclosed articles with the corporate certificate.

Thanks for your cooperation.

Very truly yours,

*Mark W. Lord*  
Mark W. Lord

enc.: (2)  
cc: Kathleen J. Pritz

FILED  
00 MAY 30 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. Thompson JUN 07 2000

ARTICLES OF INCORPORATION OF  
A CULTURAL ADVENTURE, INC.

I, the undersigned, do hereby incorporate myself for the purpose of becoming a corporation for profit under Florida law.

ARTICLE I

The name of the corporation is: A CULTURAL ADVENTURE, INC.

ARTICLE II

This corporation is organized to offer after school enrichment programs for elementary and middle school students. The enrichment programs may include, but need not be limited to, instruction and exposure to foreign languages, including "ESL" (English As A Second Language), literature, history, geography, music, and art. The corporation may also provide other cultural exposure and conduct other related activities and functions not prohibited by law.

ARTICLE III

The corporation will be managed by the shareholders.

ARTICLE IV

The corporation will have perpetual existence.

ARTICLE V

The aggregate number of shares which this corporation may issue is One Hundred Thousand (100,000), all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

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TALLAHASSEE  
FLORIDA

ARTICLE VI

Each shareholder of any class of stock of this corporation has full preemptive rights to purchase any unissued shares of the corporation at the price at which such shares are offered to others. Each shareholder of any class of stock of this corporation is also entitled to full preemptive rights to purchase any shares held or owned by other shareholders of the corporation.

Each shareholder of any class of stock of this corporation shall also be entitled to full preemptive rights to purchase any corporate securities that carry rights of subscription to, and/or acquisition of, any unissued or treasury stock.

ARTICLE VII

The address of the registered office of this corporation is: 3610 59th Avenue West, Bradenton, Florida 34210. The name of the Registered Agent is: KATHLEEN J. PRITZ.

ARTICLE VIII

The business office of the corporation is:  
3610 59th Avenue West, Bradenton, Florida 34210.

ARTICLE IX

The corporation's legal existence will begin on the first day it becomes legally qualified to conduct business in Florida.

ARTICLE X

The corporation may indemnify any officer, agent, or other representative to the fullest extent permitted

3.

by law.

ARTICLE XI

The name and address of the incorporator is:

Kathleen J. Pritz  
3610 59th Avenue West  
Bradenton, Florida 34210

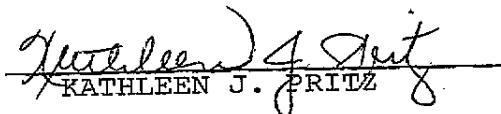
I HAVE SUBSCRIBED my name to these Articles Of  
Incorporation for the purposes expressed herein.

  
KATHLEEN J. PRITZ

A CULTURAL ADVENTURE, INC, wanting to organize under  
Florida law, and designating a registered office as indicated  
in these Articles of Incorporation, has named KATHLEEN J.  
PRITZ, 3610 59th Avenue West, Bradenton, Florida 34210, as  
its agent to accept service of process in this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for  
the above named corporation at the place designated in  
these Articles of Incorporation, I hereby agree to act in  
in this capacity and to comply with Florida law.

  
KATHLEEN J. PRITZ