

HORTON TOWNES

PO0000063813

June 25, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

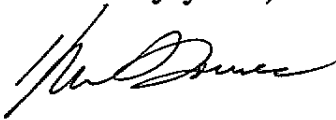
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*****78.75 *****78.75

RE: Learning Wave, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for said company. I have also enclosed a check for \$78.75 for the accompanying fees (filing fee and one certified copy of charter). Your prompt attention to processing the paperwork is truly appreciated.

Sincerely yours,



Horton Townes

Enclosure

FILED
00 JUN 28 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 30 2000

**ARTICLES OF INCORPORATION
OF**

Learning Wave, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

Learning Wave, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding is:

6,000,000 shares of Class A voting common stock with a par value of \$0.001 per share;

500,000 shares of Class B non-voting common stock with a par value of \$0.01 per share; and

500,000 shares of preferred stock with a par value of \$0.01 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

10653 Lake Vista Drive
Pinellas County
Seminole, Florida 33772

and the name of the initial registered and resident agent of this Corporation at that address is Horton Townes.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

10653 Lake Vista Drive
Pinellas County
Seminole, Florida 33772

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Horton Townes
Rene S. Townes
James Sartain

10653 Lake Vista Drive
Seminole, Florida 33772

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Horton Townes
10653 Lake Vista Drive
Seminole, FLorida 33772


ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on June 23, 2000.




Horton Townes

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 6-23-00



Horton Townes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA