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Michael D. Rees
Burke Hedges Freedom Learning Center, Inc.
2857 Executive Drive, Suite 110
Clearwater, FL 33762

June 29, 2000

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

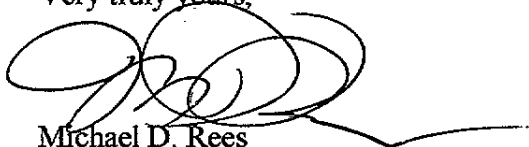
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Burke Hedges Freedom Learning Center, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Michael D. Rees
Burke Hedges Freedom Learning Center, Inc.

Enclosures

FILED
00 JUL -5 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Check stapled here.

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FILED

00 JUL -5 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Burke Hedges Freedom Learning Center, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is Burke Hedges Freedom Learning Center, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) part value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Michael D. Rees
2857 Executive Drive, Suite 110
Clearwater, FL 33762

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the Initial director of the corporation is as follows:

Naveen Khurana
18107 NW County Road 239
Alchua, FL 32615

President

Michael D. Rees
One Beach Drive, Suite 101
St. Petersburg, FL 33701

Vice President and Secretary

Patti Green
2857 Executive Drive, Suite 110
Clearwater, FL 33762

Treasurer

The method of electing directors shall be stated in the corporation's bylaws.

ARRTICLE VII – INCORPORATORS

The name and address of the person signing these Articles of Incorporation is as follows:

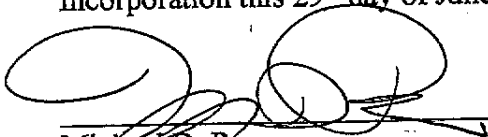
Michael D. Rees
One Beach Drive S.E., Suite 101
St. Petersburg, FL 33701

ARTICLE VIII – CORPORATE OFFICE

The corporation's principal office and mailing address shall be as follows:

2857 Executive Drive, Suite 110
Clearwater, FL 33762

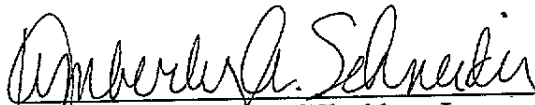
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of June, 2000.


Michael D. Rees

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael D. Rees, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29th day of June, 2000.


Notary Public, State of Florida at Large
My Commission Expires: 07-18-03

KIMBERLY A. SCHNEIDER
Notary Public, State of Florida
My comm. exp. July 18, 2003
Comm. No. CC855832

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
Burke Hedges Freedom Learning Center, Inc.

FILED
00 JUL -5 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

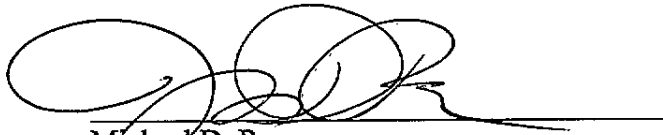
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2857 Executive Drive, Suite 110
Clearwater, FL 33672

has named Michael D. Rees located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Michael D. Rees
Registered Agent