

P00000080044

TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 18 AM 10:54

FILED

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

SUBJECT: GOT LEARNING?, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, in payment of the required filing fees and certificate of status.

FROM: PEGGY McGIBNEY

11023 S.W. 15TH MANOR

FT. LAUDERDALE, FL 33024

(954) 424-2767

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-08/18/00--01080--001

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

T. Burch AUG 24 2000

ARTICLES OF INCORPORATION

OF

GOT LEARNING?, INC.

IN COMPLIANCE WITH CHAPTER 607 FLORIDA STATUTES.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME OF CORPORATION

THE NAME OF THE CORPORATION SHALL BE **GOT LEARNING?, INC.**

ARTICLE II- PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

11023 S.W. 15TH MANOR

FT. LAUDERDALE, FL 33324

ARTICLE III- DURATION

THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE IV- NATURE OF BUSINESS

THE PURPOSE OF THIS CORPORATION IS TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE V- CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF ONE

(\$1.00) DOLLAR PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE VI- INITIAL REGISTERED AGENT

THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS AS FOLLOWS:

PEGGY L. McGIBNEY

11023 S.W. 15TH MANOR

FT. LAUDERDALE, FL 33324

ARTICLE VII- INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME IN BY-LAWS ADOPTED BY THE CORPORATION IN THE MANNER PROVIDED BY LAW, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR AND OFFICER IS AS FOLLOWS:

NAME AND ADDRESS

OFFICE

PEGGY L. McGIBNEY

PRES/TREAS. AND DIRECTOR

11023 S.W. 15TH MANOR

FT. LAUDERDALE, FL 33324

ARTICLE VIII- INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE
ARTICLES OF INCORPORATION IS:

PEGGY L. McGIBNEY

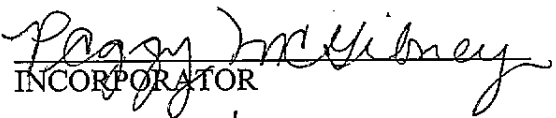
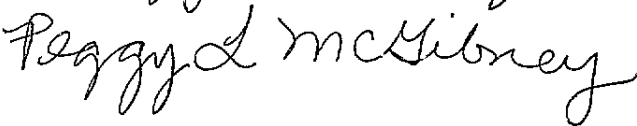
11023 S.W. 15TH MANOR

FT. LAUDERDALE, FL 33324

ARTICLE IX- AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS
EXECUTED THESE ARTICLES OF INCORPORATION IN THE STATE OF
FLORIDA, THIS 9TH DAY OF AUGUST, 2000.


INCORPORATOR


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

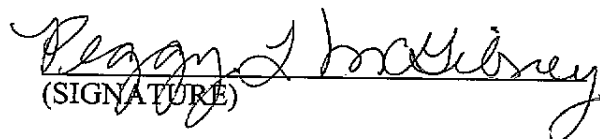
GOT LEARNING?, INC.

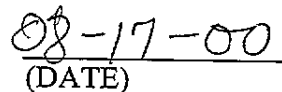
PEGGY L. McGIBNEY

11023 S.W. 15TH MANOR

FT. LAUDERDALE, FL 33024

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT
THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY.


(SIGNATURE)


(DATE)