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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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September 29, 2000

Department of State
Divisions of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

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-10/03/00--01035--017
*****78.75 *****78.75

Re: Incorporation of *Success In Learning, Inc.*

EFFECTIVE DATE

10-06-00

To Whom It May Concern:

With respect to the referenced corporation, please find enclosed our trust account check in the amount of \$78.75 as filing fees for the enclosed Articles of Incorporation. Please return a copy of same to my attention in the self-addressed, stamped envelope I have provided for this purpose.

Thank you for your attention to this matter.

Sincerely,

BENSON, MOYLE & MUCCI, LLP


Katherine Ciani
Legal Assistant

Enclosures



ARTICLES OF INCORPORATION

OF

SUCCESS IN LEARNING, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, *FLORIDA BUSINESS CORPORATION ACT* AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I.
NAME OF CORPORATION.

The name of the Corporation is and shall be:

Success In Learning, Inc.

EFFECTIVE DATE

10-06-00

ARTICLE II.
GENERAL PURPOSE OF CORPORATION.

The general purposes for which this Corporation is organized is to transact any and all lawful business for which corporations may be organized to transact under Chapter 607, *Florida Business Corporation Act*.

ARTICLE III.
PRINCIPAL PLACE OF BUSINESS.

The principal place of business of the corporation shall be at

P.O. Box 9451
Coral Springs, Florida 33065

ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT.

The initial registered office of the corporation shall be at

One Financial Plaza, Suite 1600
Ft. Lauderdale, Florida 33394;

and the registered agent at that office shall be

Mark S. Mucci.

ARTICLE V.
CAPITAL STOCK.

There should be only one (1) class of shares. The total number of shares of stock which the Corporation shall have written to issue shall be:

ONE HUNDRED THOUSAND (100,000) SHARES
of
COMMON STOCK
With a Par Value of \$1.00 Per Share
[the "Common Stock"]

ARTICLE VI.
STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION.

The amount of capital which the Corporation shall commence business shall be not less than One Thousand and No\100 (\$1,000.00) Dollars.

ARTICLE VII.
INCORPORATIONS.

The name and address of each incorporator is as follows:

NAME OF INCORPORATOR

ADDRESS

Mark S. Mucci

One Financial Plaza, Suite 1600
Ft. Lauderdale, Florida 33394

ARTICLE VIII.
NUMBER OF DIRECTORS.

The Board of Directors of the Corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the Corporation may be changed from the number of directors serving on the initial board of directors at any time in accordance with the By-Laws of the Corporation.

ARTICLE IX.
EXERCISE OF CORPORATE POWERS.

All corporate powers shall be exercised by or under authority of and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

ARTICLE X.

QUALIFICATION AND COMPENSATION OF DIRECTORS.

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the Board of Directors shall be fixed by the Board of Directors.

ARTICLE XI. **REMOVAL OF DIRECTORS.**

Any or all directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

ARTICLE XII. **PREEMPTIVE RIGHTS.**

The holders of the common stock of this Corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XIII. **ACTION BY DIRECTORS WITHOUT A MEETING.**

Any action which may be taken at meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee.

ARTICLE XIV. **AMENDMENT OF ARTICLES OF INCORPORATION.**

These Articles Of Incorporation may be amended at any time in accordance with the provisions of Section 607.1003, Florida Statutes.

ARTICLE XV. **GENERAL POWERS.**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XVI.
OFFICERS.

The officers of this Corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more officers may be held by the same person.

ARTICLE XVII.
DURATION OF CORPORATION EXISTENCE.

This Corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE XVIII.
COMMENCEMENT OF CORPORATE EXISTENCE.

Pursuant to Florida Statute Section 607.0203, the effective date of the commencement of corporate existence is the 6th day of October, 2000 which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, we have hereunto set our hand and seal this 29 day of September

INCORPORATOR:

W. J. M. M.

STATE OF FLORIDA

COUNTY OF BROWARD

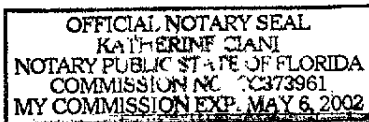
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by _____, who is personally known to me or who has produced N/A as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of September, 2000.


NOTARY PUBLIC

Printed Name: KATHERINE CIANI

My Commission Expires:



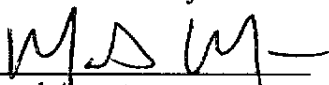
**CERTIFICATE
DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
ON WHOM PROCESS MAY BE SERVED**

*In pursuance of Chapter 607.0501 & Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:*

That Success In Learning, Inc., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, in the City of Fort Lauderdale, Broward County, Florida, has named Mark S. Mucci, located at One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been so 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 all statutes relating to the proper and complete performance of my duties.



Registered Agent
Date : Sept 29, 2000