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, ACE INDUSTRIES, INC. Account Name

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FLORIDA PROFIT CORPORATION OR P.A.

DYNAMIC LEARNING INC. DYNAMIC EDUCATION INC.

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October 25, 2000

ACE

SUBJECT: DYNAMIC LEARNING INC.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS DYNAMIC LEARNING, INCORPORATED DOC #N0000005659.

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Becky McKnight Document Specialist FAX Aud. #: H00000056251 Letter Number: 200A00055791

H00-56251

Articles of incorporation

Name of Corporation: DYNAMIC EDUCATION INC. Article 1:

Address of Corporation: 13611 EXOTICA LANE

WELLINGTON. FLORIDA 33414

Capital Stock: The number of shares which the corporation has authorized Article 2:

to be outstanding at any one time is 100, with a par value of OMIT.

REGISTERED AGENT: MARY BETH ROLLF Article 3:

REGISTERED OFFICE: 13611 EXOTICA LANE

WELLINGTON, FLORIDA 33414

*I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

The Board of Directors are: (Board of Directors is NOT REQUIRED). Article 4:

First listed is President, Second is Vice President, then Secretary/Treasurer.

1. SHIRLEY FAYE KENT, 7214 PINE PARK DRIVE WEST, LAKE WORTH, FLORIDA 33461

2. MARY BETH ROLLF, 13611 EXOTICA LANE, WELLINGTON, FLORIDA 33414

3. MARY BETH ROLLF, 13611 EXOTICA LANE, WELLINGTON, FLORIDA 33414

The NAME and ADDRESS of the INCORPORATOR is: Article 5:

> MARY BETH ROLLF 13411 EXOTICA LANE **WELLINGTON, FLORIDA 33414**

In witness whereof, I have subscribed my name:

HOO- 56251