

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

P00000116041

December 19, 2000

HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000003505320--6
-12/19/00--01021--010
*****43.75 *****43.75

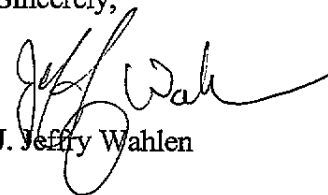
Re: Computer Tutors PLUS, Inc.

Ladies and Gentlemen:

Attached are Articles of Incorporation and Certificate Designating Registered Agent for the above referenced corporation to be filed with your office. Also attached is an extra copy for certification. Attached is this firm's check in the amount of \$43.75 to cover the filing fee and certified copy.

Please call my secretary, Judy Helms, at 425-5449 when this is ready for pick up.

Sincerely,


J. Jeffrey Wahlen

JJW/jh
Enclosures: 2

80 6 17 61 000 0002

ENCLOSURE
2000 12 19 10 00
CIVIL SERVICE

FILED
00 DEC 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
J. SMITH
DEC 20 2000

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

December 20, 2000

HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Ms. Tracy Smith

900003508699--1
-12/20/00--01018--027
*****35.00 *****35.00

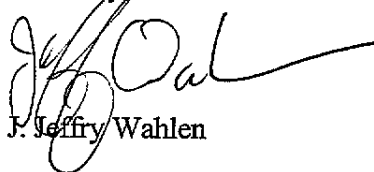
Re: Computer Tutors PLUS of North Florida, Inc.
Reference Number: W00000029641

Dear Ms. Smith:

Attached are Articles of Incorporation and Certificate Designating Registered Agent for the above referenced corporation to be filed with your office. Also attached is an extra copy for certification. The attached replaces the Articles and Certificate which were rejected by you pursuant to your cover letter dated December 19, 2000. Also attached is this firm's check in the amount of \$35.00 to cover the balance of the filing fee and certified copy.

Please call my secretary, Judy Helms, at 425-5449 when this is ready for pick up.

Sincerely,


J. Jeffry Wahlen

JJW/jh
Enclosures

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 20 AM 11:03



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 19, 2000

AUSLEY & MCMULLEN

SUBJECT: COMPUTER TUTORS PLUS, INC.
Ref. Number: W00000029641

We have received your document for COMPUTER TUTORS PLUS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 800A00063590

**ARTICLES OF INCORPORATION OF
COMPUTER TUTORS PLUS OF NORTH FLORIDA, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

FILED
00 DEC 20 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I.
Name and Principal Office**

The name of this Corporation shall be **COMPUTER TUTORS PLUS OF NORTH FLORIDA, INC.** The principal place of business and mailing address of this Corporation is 1242 Timberlane Road, Tallahassee, Florida 32312.

**Article II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article III.
Stock**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock of One Cent (\$0.01) par value shares. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article V.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Lisa Fernbach
1242 Timberlane Road
Tallahassee, Florida 32312

Article VI.
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

Article VII.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1242 Timberlane Road, Tallahassee, Florida 32312. The name of the initial Registered Agent of the Corporation at the above address shall be **Lisa Fernbach**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

Article VIII.
Number of Directors

This Corporation shall have no fewer than two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

Article IX.
Initial Board of Directors

The initial Board of Directors shall consist of two (2) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his or her successor is elected, are as follows:

Scott Fernbach
1242 Timberlane Road
Tallahassee, Florida 32312

Lisa Fernbach
1242 Timberlane Road
Tallahassee, Florida 32312

Article X.
Officers

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-

presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Lisa Fernbach 1242 Timberlane Road Tallahassee, Florida 32312
Secretary/Treasurer	Scott Fernbach 1242 Timberlane Road Tallahassee, Florida 32312

Article XI.
Transactions in Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Article XII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

Article XIII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 19th day of December, 2000.




Lisa Fernbach
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

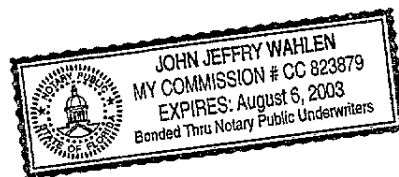
The foregoing instrument was acknowledged before me this 19th day of December, 2000, by Lisa Fernbach. Such person: (☒) is personally known to me; (☐) produced a current Florida driver's license as identification.

(Notarial Seal)



Signature of Notary Public

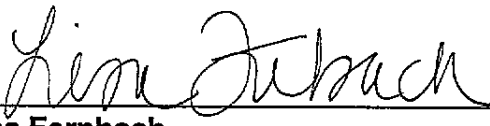
(Typed or Printed Name of Notary Public)



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

COMPUTER TUTORS PLUS OF NORTH FLORIDA, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1242 Timberlane Road, Tallahassee, Florida 32312, as its initial registered office and has named Lisa Fernbach, located at said address, as its Initial Registered Agent.



Lisa Fernbach
Incorporator
Date: December 19th, 2000

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Lisa Fernbach
Registered Agent
Date: December 19, 2000

FILED
00 DEC 20 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA