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Charter Number Only

VALIDATION ONLY

Requestor's Name _____
 Address *PBR* _____
 City _____ State _____ ZIP _____ Phone _____

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CORPORATION(S) NAME

Learning Liaisons, Inc.

FILED
 00 DEC 26 AM 0:17
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
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- Call When Ready
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- Amendment
- Dissolution
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- Will Wait
- Merger
- Mark
- Other
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ARTICLES OF INCORPORATION
OF
LEARNING LIAISONS, INC.

FILED
00 DEC 26 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of the state of Florida, providing for the formation and liabilities, rights, privileges, powers and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of this corporation is LEARNING LIAISONS, INC.

ARTICLE II

This corporation is organized for the purpose of tutoring and any and all other kinds of related incidental activities thereto, without limitation, and for the purpose of transacting any and all business and engaging in any activity permitted under the laws of the United States and of the state of Florida.

ARTICLE III

This corporation is authorized to issue seven thousand, five hundred (7,500) shares of one dollar (\$1.00) par value common stock which shall be determined "common shares" with equal voting rights.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The street address of the initial registered office of the corporation is 481 Azure Avenue, Wellington, Florida 33414, and the initial registered agent of the corporation at that address is SUSAN M. OFFEN.

ARTICLE VI

The principal place of business for the corporation is 481 Azure Avenue, Wellington, Florida 33414.

ARTICLE VII

This corporation shall have one (1) director initially, and there shall never be less than one (1) director. The initial director is SUSAN M. OFFEN of 481 Azure Avenue, Wellington, FL 33414.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation are SUSAN M. OFFEN of 481 Azure Avenue, Wellington, Florida 33414.

ARTICLE IX

The shares of capital common stock of this corporation to be issued initially are as follows:

SUSAN M. OFFEN - 50 shares

ARTICLE X

The officers of this corporation shall be SUSAN M. OFFEN as President, Vice-president, Secretary, Treasurer, Director and Registered Agent.

ARTICLE XI

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

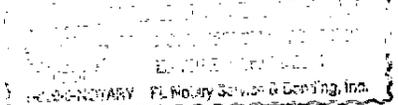
This corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto; any right conferred upon any shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 21st day of December, 2000.


SUSAN M. OFFEN

STATE OF FLORIDA) ss:
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared SUSAN M. OFFEN, personally known to me, who acknowledged that she is the person who executed the foregoing Articles of Incorporation.


NOTARY PUBLIC

FLORIDA Notary Services & Consulting, Inc.

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

IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That LEARNING LIAISONS, INC.

desiring to organize under the laws of the State of FLORIDA,
with its principal office, as indicated in the Articles of Incorporation
at City of WELLINGTON, County of PALM BEACH,
State of FLORIDA, has named SUSAN M. OFFEN
located at 481 Azure Avenue,
City of WELLINGTON, County of PALM BEACH,
State of FLORIDA, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT:

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

BY Susan M. Offen
(Resident Agent)
SUSAN M. OFFEN

Dated: December 21st, 2000

FILE
00 DEC 26 AM 10:
SECRETARY OF STATE
TALLAHASSEE FLORIDA