

Law Office of TOM GALLAGHER

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April 9, 2001

Division of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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Re: SCHOLASTIC SOLUTIONS INC.

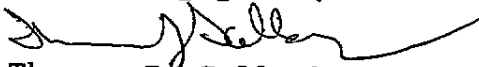
Gentleman:

Enclosed please find an original and a copy of Articles of Incorporation and my check in the amount of \$122.50 for the following items regarding the designated corporation.

1. Filing Fee
2. Certified Copy of Certificate
3. Filing Tax
4. Charter Tax
5. Capital Stock Tax

Please send me a certified copy of the Certificate of Incorporation.

Very truly yours,



Thomas J. Gallagher
TJG/ms
Enclosure

FILED
01 APR 11 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch APR 16 2001

FILED

SCHOLASTIC SOLUTIONS INC.

01 APR 11 PM 1:13

BY THESE ARTICLES OF INCORPORATION, the subscribers forms STATE
a Corporation under Florida law. FALL ANASSEE FLORIDA

1. NAME. The name of the Corporation is SCHOLASTIC SOLUTIONS INC.

2. NATURE OF BUSINESS. The Corporation may engage in any activity or business permitted under the law of the United States or of this State or both, except that it is not to be a banking, safe deposit, trust, surety, express, railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

3. CAPITAL STOCK. The Corporation is authorized to issue 7500 shares of common stock of a par value of \$1.00 a share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

4. INITIAL CAPITAL. The Corporation will begin business with a capital of \$500.00.

5. TERM. The Corporation shall exist perpetually.

6. PRINCIPAL OFFICE AND MAILING ADDRESS. The principal office address and mailing address of the Corporation is:
1212 BEN FRANKLIN DRIVE #1002
SARASOTA, FLORIDA 34236

7. REGISTERED OFFICE ADDRESS. The initial street address and registered office address of the Corporation in Florida is : 1212 BEN FRANKLIN DRIVE #1002
SARASOTA, FLORIDA 34236

It may be changed to any other location in Florida by the Board of Directors from time to time. The Registered Agent

at this address is: DALE FERRELL
1212 BEN FRANKLIN DRIVE #1002
SARASOTA, FLORIDA 34236

8. DIRECTORS. The Corporation shall have one director initially . The number may be changed from time to time by the stockholders.

9. INITIAL DIRECTORS. The names and addresses of the members of the first Board of Directors are:

DALE FERRELL
1212 BEN FRANKLIN DRIVE #1002
SARASOTA, FLORIDA 34236

He shall hold office until the first annual meeting of stockholders.

10. SUBSCRIBERS. The name and address of the subscriber to these Articles of Incorporation is: DALE FERRELL
1212 BEN FRANKLIN DRIVE #1002
SARASOTA, FLORIDA 34236

11. ORGANIZATION. The subscriber or his assignee shall organize the Corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial By-laws for the Corporation.

12. BY-LAWS. After adoption of the initial By-laws under the preceding article, By-laws may be adopted, amended or repealed by the stockholders of the Corporation. The Board of Directors may adopt By-laws, subject to the stockholders' approval at their next ensuing meeting, but the By-laws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.

13. REGISTERED RESIDENT AGENT. The Corporation designates

DALE FERRELL, located at 1212 BEN FRANKLIN DRIVE #1002,
SARASOTA, FLORIDA 34236 as its agent to accept service of
process within this State.

14. STOCK RESTRICTIONS. By agreement, stockholders and the Corporation may restrict or limit the sale or transfer, or both, of stock of the Corporation, grant preemptive rights of purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The By-laws may provide for the transfer on the corporate books in conformity with the agreement.

15. CONFLICT OF INTEREST. No transaction between the Corporation and one or more directors or officers or between this Corporation and any other Corporation, firm or association in which one or more of the directors or officers of this Corporation are directors or officers or are financially interested shall either be void or voidable because the director or officer concerned is present at the meeting of the Board of Directors, or a committee of it, that authorizes or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board of Directors or Committee.

Dated this 9th day of APRIL, 2001.

Dale Ferrell
DALE FERRELL

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County to take acknowledgments, personally appeared DALE FERRELL to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed it, and he produced drivers license as identification.

WITNESS MY HAND and official seal in the State and County aforesaid on the 9th day of APRIL, 2001.

Laurie M. Thomas
Notary Public

My commission expires: Laurie M. Thomas
Commission # GC 818175
Expires Apr. 16, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED to accept service of process for this Corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.

Dale Ferrell
DALE FERRELL