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FILED

April 3, 2001

01 APR 16 PM 5:00

Brendolyn Bruton
Secretary of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Educate, Inc


100003962781--4
-04/06/01--01062--024
*****87.50 *****87.50

Gentlemen;

Enclosed please find the original and one copy of Articles of Incorporation. In addition, you will find enclosed a cashiers check for \$87.50 for the fees for this company.

This represents the cost of filing fees, a certified copy of the Articles of Incorporation, and the Certificate of Status.

Sincerely,



Peter Blackwell, President
Educate, Inc
P O Box 3333
Winter Park FL 32790
Voice: 407-887-4785
Fax: 407-645-2026
Email: pblackwe@mail.ucf.edu

MAILING ADDRESS OF CORPORATION:

Peter Blackwell, President
Educate, Inc
P O Box 3333
Winter Park FL 32790

Enc Peter GAVE

AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 4/16/01
DOC. EXAM Dale White

4✓

D. WHITE APR 12 2001

ARTICLES OF INCORPORATION
of
Educate, Inc

FILED
01 APR 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I Corporate Name

The name of the corporation is Educate, Inc

Article II Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III Purpose

The corporation is organized for the purpose of conducting any business as permitted under the laws of Florida or any other state, county, territory, or nation.

Article IV Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

Article V Initial Register Office and Agent

The principal office and mailing address of the corporation is:

Educate, Inc
P O Box 3333
Winter Park FL 32790

The name and address of the Initial Register Agent is:

Peter Blackwell
2429 FORFASHIRE DRIVE
Winter Park FL 32792

Article VI Initial Board of Directors

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of the corporation are:

Peter Blackwell
P O Box 3333
Winter Park FL 32790

Article VII Incorporators

The name and addresses of the initial incorporator(s) is (are):

Peter Blackwell
P O Box 3333
Winter Park FL 32790

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation the 3 day of April, 2000.


Peter Blackwell

State of Florida

County of Orange SS

Before me, a Notary Public authorized to take acknowledgements in the State and County as set forth above, personally appeared Peter Blackwell known to me or provided the following identification:

and known to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

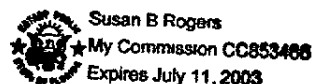
IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3 day of April, 2000.



(Notary Public, State of Florida)

seal

My commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTER AGENT

FILED

01 APR 16 PM 5:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF REGISTER AGENT
Of
Educate, Inc

Pursuant to Florida statutes sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its register office as indicated in the Articles of Incorporation at

Peter Blackwell

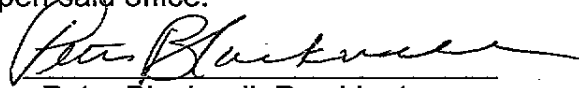
P O Box 3333

Winter Park FL 32790

has named Peter Blackwell located at the aforesaid address, as its Register Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named Register Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



Peter Blackwell, President