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Sunner & Sunner

JOHN A. SUNNER *

RICHARD G. SUNNER

*ADMITTED TO PRACTICE IN PENNSYLVANIA

ATTORNEYS AND COUNSELORS AT LAW

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April 17, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Math Education, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate of Designation, Registered Agent/Registered Office for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$87.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Yours truly,



RICHARD G. SUNNER

RGS:mad
Enclosures

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FILED
01 APR 23 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-24-01
10-52-5
WCC

**ARTICLES OF INCORPORATION
OF
MATH EDUCATION, INC.**

FILED
01 APR 23 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FL 32399

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

MATH EDUCATION, INC.

The principal place of business and street address of this corporation shall be 208 Sweet Gum Way, Longwood, FL 32779, and the mailing address of the corporation shall be 208 Sweet Gum Way, Longwood, FL 32779.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a one dollar (\$1.00) par value per share.

ARTICLE IV: REGISTERED AGENT AND ADDRESS

The street address of the registered agent of the corporation shall be 208 Sweet Gum Way, Longwood, FL 32779, and the name of the registered agent of the corporation at that address is WILLIAM LACAFF.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

REGINA LACAFF, 208 Sweet Gum Way, Longwood, FL 32779
WILLIAM LACAFF, 208 Sweet Gum Way, Longwood, FL 32779

ARTICLE VII:

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

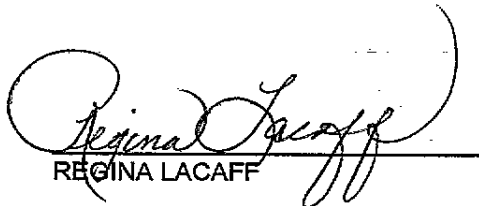
William Lacaff, President/Secretary/Treasurer
Regina Lacaff, Vice President


ARTICLE VIII: INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

REGINA LACAFF, 208 Sweet Gum Way, Longwood, FL 32779
WILLIAM LACAFF, 208 Sweet Gum Way, Longwood, FL 32779

The undersigned have executed these Articles of Incorporation this 18th day of April, 2001.


REGINA LACAFF


WILLIAM LACAFF

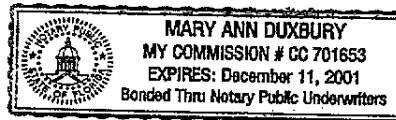
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in Seminole County to take acknowledgements, personally appeared REGINA LACAFF who revealed identification in the form of his Florida driver's license and who executed the foregoing instrument and acknowledged before me that he executed the same voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of April, 2001.


NOTARY PUBLIC
State of Florida



STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in Seminole County to take acknowledgements, personally appeared WILLIAM LACAFF who revealed identification in the form of his Florida driver's license and who executed the foregoing instrument and acknowledged before me that he executed the same voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of April, 2001.


NOTARY PUBLIC
State of Florida



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is **Math Education, Inc.**
2. The name of the registered agent is **William Lacaff.**
3. The address of the registered agent/registered office is **208 Sweet Gum Way, Longwood, Florida 32779.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


WILLIAM LACAFF

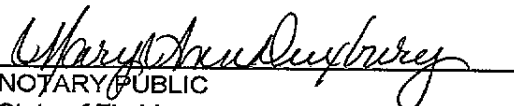
STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Seminole to take acknowledgements, personally appeared WILLIAM LACAFF revealed his identification in the form of his Florida driver's license and who executed the foregoing instrument and acknowledged before me that he executed the same voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of April, 2001.

(SEAL)


NOTARY PUBLIC
State of Florida

