

PO1800057518

SmartKidZone.com, Inc.
11655 Central Parkway, Suite 305
Jacksonville, Florida 32224

FILED
01 JUN -5 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 21, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: SmartKidZone.com, Inc.

600004341966--6
-06/05/01--01070--017
*****78.75 *****78.75

Dear Madam, dear Sir:

Please find enclosed an original and one (1) copy of the articles of incorporation for **SmartKidZone.com, INC.**, and a check for \$78.75, for the filing fee and certificate.

Thank you for your consideration in this matter.

Best regards,



Myron Pincomb
Managing Partner

Enclosures/as

6-11-01
WC

ARTICLES OF INCORPORATION

of

SmartKidZone.com, Inc.

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* SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be:

SmartKidZone.com, INC.

The principal place of business and mailing address of this corporation shall be:

**11655 Central Parkway, Suite 305
Jacksonville, Florida 32224**

The President and Board of Director members may from time to time move the office to any other place in Florida.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is to provide a link between school and home utilizing the SmartkidZone Network as an interactive web based educational tool for all schools, grades K-12.

The SmartKidZone Network will provide teachers, students and parents a safe environment to conduct daily tasks such as posting and receiving homework

assignments, grades and school activities. In addition, the Network will provide teachers, students and parents access to valuable tools such as lesson planning tools, The Department of Education, classroom activities, tutors, Parenting tools, games and more.

The SmartKidZone Network will also be used as a vehicle for business to connect with teachers, parents and students. This is accomplished by a fee based advertising program in which the Network promotes businesses in front of their target audience.

To manufacture, purchase, or otherwise acquire, and own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness crated by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or to hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND SHARES (1,000) (NO PAR)

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. DIRECTORS

This corporation shall have **two (2)** directors initially. The number of directors may be increased from time to time by the by-laws. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VI. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors of this corporation are:

Joseph R. Lemire
12938 Planters Creek Circle
Jacksonville, Florida 32224

Myron W. Pincomb
4398 Ripken Circle
Jacksonville, Florida 32224

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these articles of incorporation is:

Quadrant Technology Inc.
11655 Central Parkway, Suite 305
Jacksonville, Florida 32224

ARTICLE VII. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted and amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation

and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interest director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suite or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this

corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XI. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by **FIFTY (50) PERCENT** of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

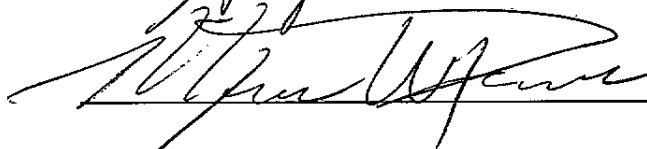
IN WITNESS WHEREOF, the undersigned incorporator, being natural persons competent to contract, has hereunto set his hand and affixed his seal the 3 day of JUNE 2001.

Joseph Lemire



6/3/01

Myron Pincomb



6/3/01

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

Joseph Lemire (Managing Partner of Quadrant Technology)

And

Myron Pincomb (Managing Partner of Quadrant Technology)

to me known to be the directors of Quadrant Technology Inc. described as Subscriber in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this

30 day of June 2001.

Beth W. Patterson



ARTICLES OF INCORPORATION

of

SmartKidZone.com, Inc.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, **QUADRANT TECHNOLOGY, INC.**, hereby accepts the designation as registered agent of **SmartKidZone.com, INC.**, a Florida profit corporation and agrees to maintain an office as required by Law and accept service or process and other legal notices that are required to be served and may be sent to the corporation at the registered office of the corporation, which is as follows:

SmartKidZone.com, INC.

11655 Central Pkwy, Suite 305, Jacksonville, FL 32224

I hereby am familiar with and accept the duties and responsibilities as registered agent for **SmartKidZone.com, INC.**, a corporation established by these articles of incorporation pursuant to the rules and regulations concerning corporations as established by Statutes of the State of Florida.

DATED this 3rd day of June 2001, AD

[Signature] 02/03/01
Joseph Lemire
[Signature] 02/03/01
Myron Pincomb

WITNESS my hand and official seal in County of Duval and the State of Florida, this 3rd day of June 2001, AD

Beth W Patterson

