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MARTIN STARR  
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October 25, 2001

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

800004651956--1.  
-10/24/01--01057--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: One On One Tutoring Service, Inc.

Dear Sir or Madame:

Please find enclosed herewith an original and one copy of proposed Articles of Incorporation for the above captioned.

A check in the amount of \$87.50 is also enclosed for filing, a certified copy, and certificate of status.

Yours truly,

Martin Starr

FILED  
01 OCT 24 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MS/bb

D. BROWN OCT 25 2001

ARTICLES OF INCORPORATION  
OF  
ONE ON ONE TUTORING SERVICE, INC.

FILED  
01 OCT 24 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F. S. (Profit)

The undersigned incorporators, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

ONE ON ONE TUTORING SERVICE, INC.

ARTICLE II

The principal place of business/mailling address is:

1719 WOOD FERN DRIVE  
BOYNTON BEACH, FLORIDA 33436-6654

ARTICLE III

This corporation may engage in or transact any and 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 IV

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock at one (\$1.00) dollar par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services, at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE V

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his or her successor is elected, is:

ALICE WARREN  
1719 WOOD FERN DRIVE  
BOYNTON BEACH, FLORIDA 33436-6654

ARTICLE VI

The name and Florida street address of the Registered Agent is:

ALICE WARREN  
1719 WOOD FERN DRIVE  
BOYNTON BEACH, FLORIDA 33436-6654

ARTICLE VII

The name and street address of the Incorporator is:

ALICE WARREN  
1719 WOOD FERN DRIVE  
BOYNTON BEACH, FLORIDA 33436-6654

ARTICLE VIII

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE IX

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in anywise be interested. Any director, of this corporation, may vote upon any contract, or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

ARTICLE X

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

The Board of Directors may from time to time move the principal office of the corporation to any address in the State of Florida.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Alice Warren  
Signature/Registered Agent

Oct 16, 2001  
Date

Alice Warren  
Signature/Incorporator

Oct 16, 2001  
Date

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01 OCT 24 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA