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Florida Department of State
Division of Corporations
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From:

Account Name : HILL, WARD & HENDERSON, P.A. II
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Knowledge Warehouse, Inc.

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**ARTICLES OF INCORPORATION
OF
KNOWLEDGE WAREHOUSE, INC.**

The undersigned, acting as the incorporator of KNOWLEDGE WAREHOUSE, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: KNOWLEDGE WAREHOUSE, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 533 South Howard Avenue, Suite 859, Tampa, Florida 33606

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Michael W. Yuhn	533 South Howard Avenue Suite 859 Tampa, Florida 33606
Amy K. Perkins	533 South Howard Avenue Suite 859 Tampa, Florida 33606

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ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 533 South Howard Avenue, Suite 859, Tampa, Florida 33606 and the name of the corporation's initial registered agent at that address is Michael W. Yuhn.

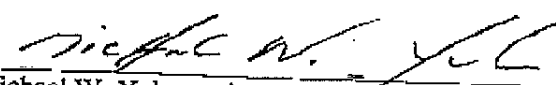
ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Michael W. Yuhn
533 South Howard Avenue, Suite 859
Tampa, Florida 33606

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: December , 2001


Michael W. Yuhn, as incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.


Michael W. Yuhn

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