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MERRITT & KELLER

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JOHN M. KELLER, P.A.

January 4, 2002

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

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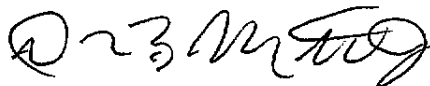
RE: NGMJ Learning, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for NGMJ Learning, Inc. Also enclosed is my office's trust account check in the amount of \$78.75 for the filing fee and certified copy of Articles of Incorporation. Please acknowledge the filing as soon as possible. Thank you.

Sincerely,

MERRITT & KELLER



Daniel B. Merritt, Jr., Esq.

cc: Nicole Miller

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

FOR

NGMJ LEARNING, INC.

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

Section 1.1 **Designation**. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

NGMJ LEARNING, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II - DURATION

Section 2.1 **Perpetual Existence**. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

Section 3.1 **Place of Business**. The principal place of business of the Corporation shall be located at 5261 Tropical Point, Weeki Wachee, FL 34607, or at such other place as may from time-to-time be specified by the Board of Directors (the **Board**).

Section 3.2 **Mailing Address.** The mailing address of the corporation shall be 5261 Tropical Point, Weeki Wachee, FL 34607, or as from time-to-time specified by the Board.

ARTICLE IV - PURPOSE

Section 4.1 **Purpose.** This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, including the business of providing and performing diagnostic learning testing, prescriptive remedial and enrichment learning educational programs and services, and all other services of whatsoever nature related to and associated therewith, and everything necessary, proper, advisable, or convenient for the accomplishment thereof, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V - OFFICERS

Section 5.1 **Officers.** The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and Treasurer, or such other officers as the Board may determine in its discretion to be necessary.

Section 5.2 **Appointment**. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

ARTICLE VI - CORPORATE POWERS

Section 6.1 **Powers**. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

ARTICLE VII - STOCK

Section 7.1 **Shares**. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 **Dividends**. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 **Classes or Series of Stock.** The shares of Capital Stock of the Corporation may not be divided into either classes or series.

ARTICLE VIII - AMENDMENT

Section 8.1 **Procedure.** Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

Section 9.1 **Registered Agent and Address.** Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation shall be 5261 Tropical Point, Weeki Wachee, FL 34607, and NICOLE MILLER, shall be the initial Registered Agent of the Corporation at that address.

ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS

Section 10.1 **Designation.** This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporators and of the initial Director of the Corporation,

who shall serve as Director until said Director's respective successor is elected and has qualified pursuant to the Bylaws of the Corporation, is:

NICOLE MILLER - Initial Incorporator and Director
5261 Tropical Point
Weeki Wachee, FL 34607

GLENN T. MILLER, JR. - Initial Incorporator
5261 Tropical Point
Weeki Wachee, FL 34607

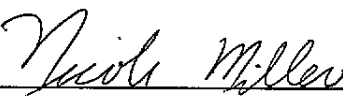
ARTICLE XI - INDEMNIFICATION

Section 11.1 **Officers, Directors, and Employees**. The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - BYLAWS

Section 12.1 **Adoption**. The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, repeal any such bylaws adopted by it.

IN WITNESS WHEREOF, the above-named individual has hereunto subscribed his name
this 4th day of January, 2002.



NICOLE MILLER



GLENN T. MILLER, JR.

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 4th day of January, 2002, in the County and State aforementioned, personally appeared **NICOLE MILLER**, the person who, first being by me duly sworn, deposed and said upon her oath that she is the person described in and who executed the foregoing Articles of Incorporation, that she executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: _____).
_____).

My Commission Expires: 10-3-04



Candace H Shields
My Commission CC972528
Expires October 03, 2004

Candace H. Shields
Candace H. Shields (Printed Name)
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 4th day of January, 2002, in the County and State aforementioned, personally appeared **GLENN T. MILLER, JR.**, the person who, first being by me duly sworn, deposed and said upon his oath that he is the person described in and who executed the foregoing Articles of Incorporation, that he executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: _____).
_____).

My Commission Expires: 10-3-04



Candace H Shields
My Commission CC972528
Expires October 03, 2004

Candace H. Shields
Candace H. Shields (Printed Name)
Notary Public, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -8 AM 8:41

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NGMJ LEARNING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5261 Tropical Point, Weeki Wachee, FL 34607, has named NICOLE MILLER, located at 5261 Tropical Point, Weeki Wachee, FL 34607, as its agent to accept service of process within the State of Florida.

Signature: Nicole Miller

NICOLE MILLER

Title: Incorporator

Date: 1/4/2002

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for NGMJ LEARNING, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: Nicole Miller

NICOLE MILLER

Date 1/4/2002

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