

PO2-000012870

* JOHN F. MCGUIRE, ESQ.
ELYSE M. MCGUIRE, ESQ.
**JOHN A. SMITTEN, ESQ.
J. JASON BANGOS, ESQ.
AARON FRENCH, ESQ.

MCGUIRE
L A W
OFFICES
A Professional Association

1173 N.E. Cleveland St.
Clearwater, FL 33755
Phone (727) 446-7659
Fax (727) 446-0905

www.mcguirelaw.net

* ALSO LICENSED IN MICHIGAN
**ALSO LICENSED IN NEW YORK

FILED
02 FEB -4 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 1
January 30, 2002

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

400004880624--0
-02/05/02--01049--005
*****158.75 *****78.75

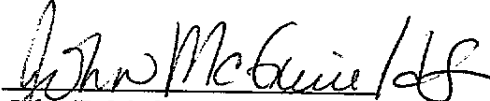
Re: Studio ELearning, Inc. Incorporation
Studio ELearning fictitious name registration

To Whom it May Concern:

see 2/4

Enclosed please find my client's articles of incorporation and filing fee of \$78.75. Also enclosed please find an application for registration of fictitious name and filing fee of \$80.00. Please return the certified copies of the articles and the registration of fictitious name to the address listed above. Thank You.

Sincerely,


John F. McGuire, Esquire
Signed in absence to avoid delay.

Enc
JFM/df


JFM
2/4/02

**ARTICLES OF INCORPORATION
OF
STUDIO ELEARNING, INC.**

FILED
02 FEB -4 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STUDIO ELEARNING, INC.

The principal place of business of this corporation shall be 3103 Cocos Road, Tampa, Florida 33618.

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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3103 Cocos Road, Tampa, Florida 33618, and the name of the initial registered agent of the corporation at that address is Garry Moore.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that, which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be four, and the names and addresses of the persons who are to serve as members are as follows:


- | | |
|-------------------|------------------------------------|
| (1) Garry Moore | 3103 Cocos Road
Tampa, FL 33618 |
| (2) Wendy Drexler | 3103 Cocos Road
Tampa, FL 33618 |
| (2) David H. Tai | 3103 Cocos Road
Tampa, FL 33618 |
| (3) Bradley Jones | 3103 Cocos Road
Tampa, FL 33618 |

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

- | | |
|-------------------|------------------------------------|
| (1) Garry Moore | 3103 Cocos Road
Tampa, FL 33618 |
| (2) Wendy Drexler | 3103 Cocos Road
Tampa, FL 33618 |
| (2) David H. Tai | 3103 Cocos Road
Tampa, FL 33618 |
| (3) Bradley Jones | 3103 Cocos Road
Tampa, FL 33618 |

IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of
STUDIO ELEARNING, INC., hereunto set our hand and seal on this 31 day of
January, 2002.

By: 
Garry Moore, President

By: 
Wendy Drexler, Vice President

By: 
David H. Tai, Chief Technology Officer

By: 
Bradley Jones, Chief Executive Officer

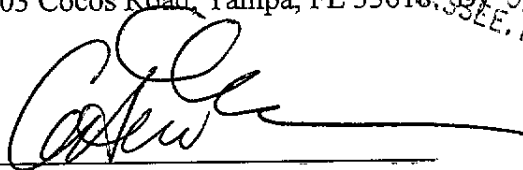
DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

FILED

02 FEB -4 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial Registered Agent is Garry Moore, 3103 Cocos Road, Tampa, FL 33618. By his signature below, he hereby accepts.



Garry Moore

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me on Jan 31, 2002 by Garry Moore, who is personally known to me or produced AT&T Badge #7372833 as identification.

Patsy D. Alonzo
Signature and Seal of Notary Public

