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April 9, 2002

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****122.50 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


Re: GUIDED TUTORING OF GREATER ATLANTA, INC.

Dear Sir:

I enclose herewith the original and one copy of the Articles of Incorporation with referenced to the above-referenced proposed corporation, to wit: GUIDED TUTORING OF GREATER ATLANTA, INC. Accordingly, please file this corporation and return one conformed copy of the Articles of Incorporation to my office in the envelope provided. I enclose my client's check for \$122.50 which represents the filing fees incurred herein.

Should you have any questions in this matter, please do not hesitate to contact my office.

Sincerely,


R. BRUCE CRANMER

RBC/mab

Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 22 AM 9:29

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 22 AM 9:29

ARTICLES OF INCORPORATION

OF

GUIDED TUTORING OF GREATER ATLANTA, INC.

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

GUIDED TUTORING OF GREATER ATLANTA, INC.

The corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 11205 Alpharetta Highway, H-3, Roswell, GA 30076

ARTICLE III - CAPITAL STOCK

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent at the initial Registered Office are: R. BRUCE CRANMER, P. A., 1515 University Dr., #214, Coral Springs, FL 33071.

ARTICLE V - INCORPORATOR AND ADDRESS

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are): RICHARD N. IACHETTA, 11205 Alpharetta Highway, #H-3, Roswell, GA 30076.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
RICHARD N. IACHETTA	11205 Alpharetta Highway, H-3 Roswell, Georgia 30076
HELENE M. NELMS	11205 Alpharetta Highway, H-3 Roswell, Georgia 30076
DIANNE L. IACHETTA	11205 Alpharetta Highway, H-3 Roswell, Georgia 30076

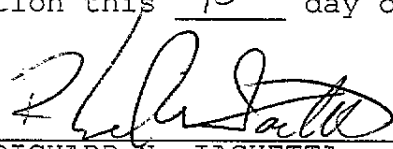
ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

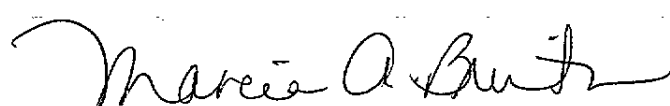
IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation this 15th day of April, 2002.


RICHARD N. IACHETTA

Florida
STATE OF ~~GEORGIA~~)
COUNTY OF Broward

I HEREBY CERTIFY that on this day in the above-named State and County, before me, an officer duly authorized and acting, personally appeared **RICHARD N. IACHETTA** to me known to be the individual described in and who executed the foregoing and acknowledged then and there before me that he executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 15th day of April, 2002.


Notary Public

My Commission Expires:



Marcia A. Brinton
MY COMMISSION # CC955125 EXPIRES
September 2, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION

02 APR 22 AM 9:29

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

GUIDED TUTORING OF GREATER ATLANTA, INC.

2. The name and address of the Registered Agent and Office is: R. BRUCE CRANMER, 1515 University Dr., Ste. 214, Coral Springs, Florida 33071


R. BRUCE CRANMER

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered 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.


R. BRUCE CRANMER