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ATTORNEYS AT LAW

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FILED  
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July 18, 2002

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

**ONE ON ONE, INC.**  
**Document Number: P02000050190**

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Jill May*

Jill W. May, Paralegal

/jwm  
Enclosures

200006188552--6  
-07/18/02--01054--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

200006188552--6  
-07/18/02--01054--021  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

*Amend, Restat. & N.C.*  
*C. Coulliette* JUL 18 2002

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ONE ON ONE, INC.**

FILED  
2002 JUL 18 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ONE ON ONE, INC. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on May 7, 2002. These Amended and Restated Articles of Incorporation were duly adopted, effective June 10, 2002, by the Incorporator of the Corporation, there being no shareholders or Board of Directors of the Corporation, in accordance with Section 607.1005 of the Florida Business Corporation Act.

**ARTICLE I**  
**Name**

The name of this corporation is ONE ON ONE LESSONS, INC. (the "Corporation").

**ARTICLE II**  
**Registered Office and Agent**

The street address of the registered office of the Corporation in the State of Florida is 8625 Crestgate Circle, Orlando, FL 32819. The name of the registered agent of the Corporation at that address is Clarke A. Lange.

**ARTICLE III**  
**Mailing Address**

The mailing address of the Corporation is P.O. Box 1975, Windermere, FL 34786.

**ARTICLE IV**  
**Duration**

This Corporation shall exist perpetually.

**ARTICLE V**  
**Purpose**

The purpose or purposes of the Corporation are to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

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**ARTICLE VI**  
**Capital Stock**

The maximum number of shares of capital stock which this Corporation shall have authority to issue is One Hundred Million (100,000,000) shares of Common Stock, \$0.01 par value per share.

**ARTICLE VII**  
**Board of Directors**

The number of directors which shall constitute the whole Board of Directors shall be determined in the manner provided in the Bylaws of the Corporation. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders of the Corporation.

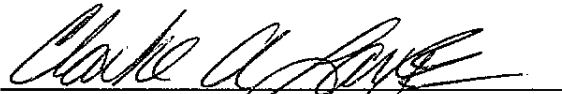
**ARTICLE X**  
**Amendments**

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

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed in its corporate name this 10<sup>th</sup> day of June, 2002.

ONE ON ONE LESSONS, INC., a Florida corporation (f/k/a ONE ON ONE, INC.)

By:

  
Clarke A. Lange, Incorporator