

AUG-06-2002 1:25

FROM-AKERMAN SENTERFITT

954-759-8811

T-527 P.001/004 F-678

Pb2000085133

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000176832 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

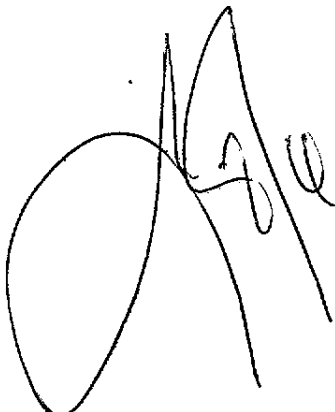
Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000610
Phone : (954)463-2700
Fax Number : (954)463-2224

FLORIDA PROFIT CORPORATION OR P.A.

Learn2 Corporation



Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 AUG -6 PM 3:49

FILED

H02000176832 2

**ARTICLES OF INCORPORATION
OF
LEARN2 CORPORATION**

FILED
22 AUG -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Learn2 Corporation (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Learn2 Corporation, 14101 N.W. 4th Street, Sunrise, FL 33325.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.0001 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

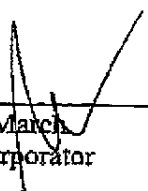
The name and street address of the incorporator of the Corporation is Bruce I. March, Akerman Senterfitt, 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, FL 33301.

H02000176832 2

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 6, 2002.



Bruce I. March
Sole Incorporator

H02000176832 2

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **LEARN2 CORPORATION**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 6th day of August, 2002.

AMERICAN INFORMATION SERVICES, INC.



Amy Le Grand, Assistant Secretary

FILED
02 AUG -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H02000176832 2