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PICK-UP WAIT MAIL

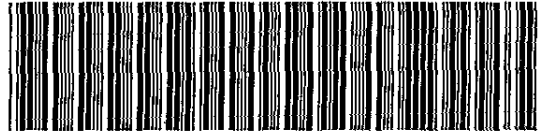
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 NOV -4 AM 10: 51

F. GLESSER NOV 6

LAW OFFICES
KAREN A. GAGLIANO, P.A.
185 NW SPANISH RIVER BLVD.
SUITE 290
BOCA RATON, FL 33431

Telephone: (561) 750-7900
Telefax: (561) 447-8780

October 31, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: VIRTUAL LEARNING CENTER, INC.
Our File: 10567
~~MINDSPLORE USA, INC.~~
Our File: 10567A

Dear Sir/Madam:

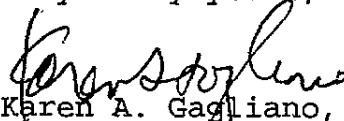
Enclosed are the Articles of Incorporation for Mindsplore USA, Inc. and Virtual Learning Center, Inc. PLEASE OPEN THE MINDSPLORE USA, INC. CORPORATION FIRST.

Also enclosed is a check for each corporation in the amount of \$78.75 to cover fees as follows:

Filing Fee	\$ 70.00
Certified Copies:	\$ 8.75
TOTAL	\$ 78.75

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Very truly yours,


Karen A. Gagliano, Esquire

KAG/br

Enclosures

ARTICLES OF INCORPORATION
OF
MINDSPLORE USA, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 NOV -4 AM 10:51

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this Corporation is MINDSPLORE USA, INC.

ARTICLE II

The general powers for which the corporation is organized is to engage in any and 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

The aggregate number of shares which the corporation shall have the authority to issue shall be 1,000,000 at \$0 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property and labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 6221 Congress Avenue, Suite 201, Boca Raton, Florida 33487.

The name and address of the corporation's initial registered agent is Susan F. Schulz, 2831 NW 23rd Court, Boca Raton, Florida 33431.

ARTICLE V

The Board of Directors of this Corporation shall consist of not less than one and not more than ten members. The number of directors constituting the initial Board of Directors of this corporation is three. The name and street address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen B. St. Louis	143 Main Street East Hamilton, Ontario, Canada L8N 1G4
Pat Filice	143 Main Street East Hamilton, Ontario, Canada L8N 1G4
Bill Redford	143 Main Street East Hamilton, Ontario, Canada L8N 1G4

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is Stephen B. St. Louis, 143 Main Street East, Hamilton, Ontario, Canada L8N 1G4.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.014, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless provided in the By-Laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

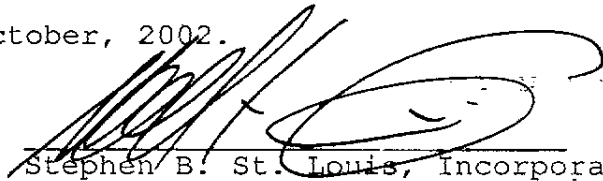
ARTICLE XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XII

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

Dated this 29th day of October, 2002.

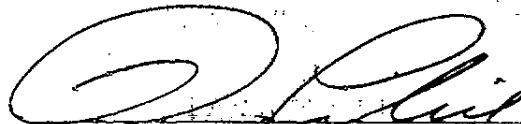

Stephen B. St. Louis, Incorporator

PROVINCE OF ONTARIO

REGION OF HAMILTON-WENTWORTH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared STEPHEN B. ST. LOUIS, to me known to be the person described in and who executed the foregoing Articles of Incorporation of MINDSPLORE USA, INC. and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Province and Region named above, this 29th day of October, 2002.


NOTARY PUBLIC

My Commission Expires: *Upon my death.*

NOTARY PUBLIC

~~My Commission Expires:~~

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That MINDSPLORE USA, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 6221 Congress Avenue, Suite 201, Boca Raton, Florida 33487, has named Susan F. Schulz, 2831 NW 23rd Court, Boca Raton, Florida 33431, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Susan F Schulz

Susan F. Schulz
2831 NW 23rd Court
Boca Raton, Florida 33431