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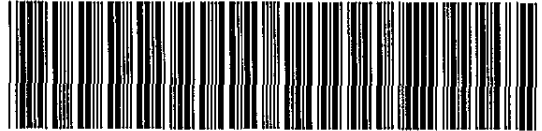
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 067436 8976A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 78.75

ORDER DATE : April 24, 2003

ORDER TIME : 11:27 AM

ORDER NO. : 067436-005

CUSTOMER NO: 8976A

CUSTOMER: Ms. Sharon Staffon
Demetrios Economou, P.a.

8152 Washington Street

Port Richey, FL 34668

DOMESTIC FILING

NAME: EDUCATE 24-7, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
EDUCATE 24-7, INC.**

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TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **EDUCATE 24-7, INC.**. The mailing address of the corporation shall be: **11632 ZIMMERMAN RD., PORT RICHEY, FL 34668.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to: Providing classroom and on-line educational training.

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11632 ZIMMERMAN RD., PORT RICHEY, FL 34668 and the name of the registered agent of this corporation is: **WILLIAM HUFFMAN.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

| NAME | ADDRESS |
|-----------------|--|
| KAREN FOWELL | 11632 Zimmerman Rd. Port Richey, FL 34668 |
| WILLIAM HUFFMAN | 11632 Zimmerman Rd. Port Richey, FL 34668 |
| GARY E. CRUM | 11632 Zimmerman Rd. Port Richey, FL 34668 |

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

| NAME | ADDRESS |
|-----------------|--|
| WILLIAM HUFFMAN | 11632 Zimmerman Rd. Port Richey, FL 34668 |

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation a follows:

| NAME | ADDRESS | SHARES |
|-----------------|--|--------|
| KAREN FOWELL | 11632 Zimmerman Rd. Port Richey, FL 34668 | 51 |
| WILLIAM HUFFMAN | 11632 Zimmerman Rd. Port Richey, FL 34668 | 30 |
| GARY E. CRUM | 11632 Zimmerman Rd. Port Richey, FL 34668 | 19 |

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

| NAME | ADDRESS |
|--|--|
| KAREN FOWELL President | 11632 Zimmerman Rd. Port Richey, FL 34668 |
| GARY E. CRUM Vice-President | 11632 Zimmerman Rd. Port Richey, FL 34668 |
| WILLIAM HUFFMAN Secretary/Treasurer | 11632 Zimmerman Rd. Port Richey, FL 34668 |

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the 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 XI – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XII - SPECIAL PROVISIONS

It is the Intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter 'S' corporation.

ARTICLE XIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of April, 2003.

William Huffman

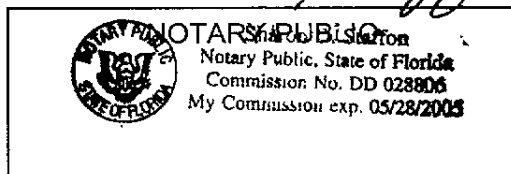
WILLIAM HUFFMAN
Incorporator

State of Florida

County of Pasco

The foregoing instrument was acknowledged before me this 23rd day of April, 2003, by **WILLIAM HUFFMAN**, who is personally known.

Sharon K. Steffen

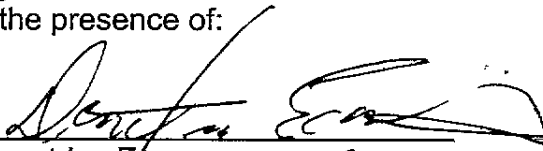


REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **EDUCATE 24-7, INC.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is: 11632 ZIMMERMAN RD., PORT RICHEY, FL 34668. The address of the Registered Agent is: 11632 ZIMMERMAN RD., PORT RICHEY, FL 34668.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida, this 23rd day of April, 2003.

Signed, sealed and delivered
in the presence of:

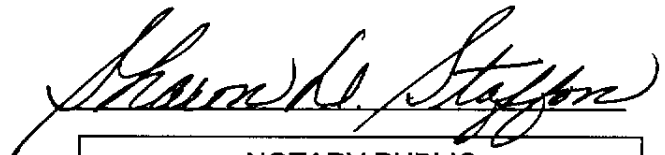

Demetrios Economou

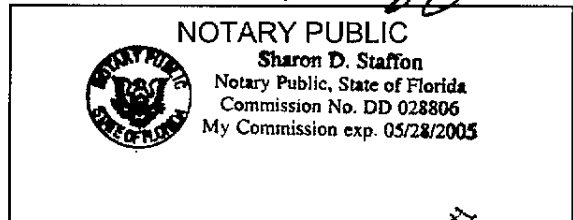

WILLIAM HUFFMAN


Sharon D. Staffon

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 23rd day of April, 2003, by **WILLIAM HUFFMAN**, who is personally known to me.





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