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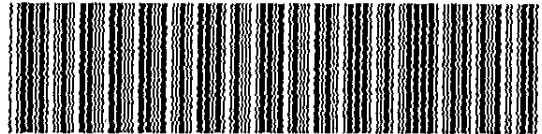
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TALLAHASSEE, FLORIDA

TSL6/25/03

Edward Casoria, Jr.

Attorney at Law

2153 Lee Road, Winter Park, Florida 32789
407-629-9411

June 19, 2003

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of HELPING DEVELOP ENLISTED LEARNING, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent for the above corporation and a check in the amount of \$70.00 to cover the filing fees.

Please furnish me with the assigned charter number at your earliest convenience.

Your assistance in this matter is appreciated.

Sincerely yours,



Edward Casoria, Jr.

EC/hb
Enclosures

ARTICLES OF INCORPORATION
OF
HELPING DEVELOP ENLISTED LEARNING, INC.

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ARTICLE I - NAME

The name of this corporation is HELPING DEVELOP ENLISTED LEARNING, INC., and the principal office or mailing address of the corporation is 8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of 1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or unissued stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817, and the name of the initial registered agent of this corporation at that address is David Gaudette.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of each member of the initial Board of Directors of the corporation are:

Joseph W. Heath, Jr.
8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817

Linda Heath
8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817

ARTICLE VIII - INCORPORATORS

The name and address of each Incorporator signing these articles are:

Joseph W. Heath, Jr.
8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817

Linda Heath
8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817

ARTICLE IX - INDEMNIFICATION

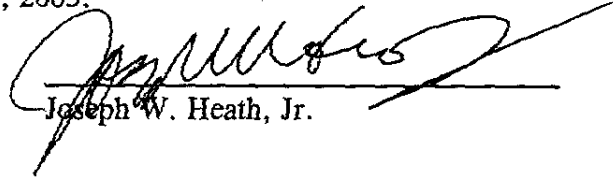
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

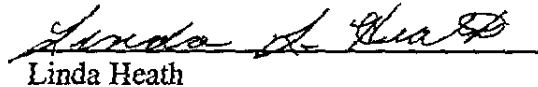
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of

Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19th day of June, 2003.


Joseph W. Heath, Jr.

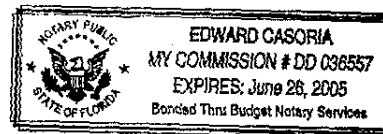

Linda Heath

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of June, 2003, by Joseph W. Heath, Jr., and Linda Heath who are personally known to me or who have produced KNOWN as identification.


Notary Public
My Commission Expires:



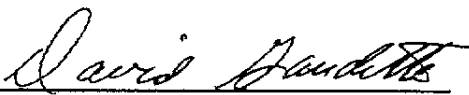
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that HELPING DEVELOP ENLISTED LEARNING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817, has named David Gaudette, located at 8617 E. Colonial Drive, Suite 1600, Orlando, FL 32817, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: 6/19/2003


David Gaudette
Registered Agent

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03 JUN 23 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA