

**Electronic Articles of Incorporation
For**

**P03000132367
FILED
November 14, 2003
Sec. Of State**

21ST CENTURY LEARNING SOLUTIONS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

21ST CENTURY LEARNING SOLUTIONS, INC.

Article II

The principal place of business address:

12565 RESEARCH PARKWAY
SUITE 300
ORLANDO, FL. 32826

The mailing address of the corporation is:

12565 RESEARCH PARKWAY
SUITE 300
ORLANDO, FL. 32826

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000,000

Article V

The name and Florida street address of the registered agent is:

GENERAL COUNSEL ADVISORS, P.A.
1001 NORTH LAKE DESTINY ROAD
SUITE 300
MAITLAND, FL. 32751

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: /KENNETH S. GLUCKMAN/

Article VI

The name and address of the incorporator is:

MICHAEL SIRMANS
1001 NORTH LAKE DESTINY ROAD
SUITE 300
MAITLAND, FL 32751

Incorporator Signature: /MICHAEL SIRMANS/

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSD
RANDOLPH E GUNTER
316 REMINGTON DRIVE
OVIEDO, FL. 32765

Title: DCEO
GLENDA A GUNTER
316 REMINGTON DRIVE
OVIEDO, FL. 32765