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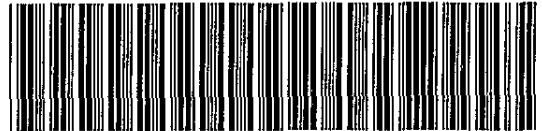
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 DEC 23 AM 10:48

1-7-04



Florida Incorporators, Inc.

Mark S. Hankins
President
8875 Hidden River Pkwy Ste. 300
Tampa, FL 33637

December 20, 2003

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

RE: Keystone Learning, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

Articles Of Incorporation
of

KEYSTONE LEARNING, INC.

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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Keystone Learning, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be January 1, 2004.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

SCOTT MILLIGAN
5213 JASMINE TRACE LANE
KISSIMMEE, FL 34758

SEVENTH: The name and address of the incorporator is:

SCOTT MILLIGAN
5213 JASMINE TRACE LANE
KISSIMMEE, FL 34758

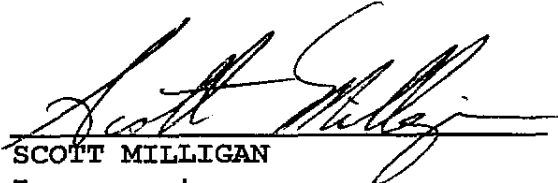
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

SCOTT MILLIGAN
5213 JASMINE TRACE LANE
KISSIMMEE, FL 34758

NINTH: The mailing address and principal office of the corporation is:

KEYSTONE LEARNING, INC.
5213 JASMINE TRACE LANE
KISSIMMEE, FL 34758

DATED: December 12, 2003


SCOTT MILLIGAN
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


SCOTT MILLIGAN