

**Electronic Articles of Incorporation
For**

P04000019129
FILED
January 27, 2004
Sec. Of State

VIRTUAL LANGUAGE LEARNING ACADEMY, 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:

VIRTUAL LANGUAGE LEARNING ACADEMY, INC.

Article II

The principal place of business address:

1700 NORTH DIXIE HIGHWAY
SUITE 114
BOCA RATON, FL. 33432

The mailing address of the corporation is:

1700 NORTH DIXIE HIGHWAY
SUITE 114
BOCA RATON, FL. 33432

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:

TAMARA S BISCHOFF
3244 NIGHT BREEZE LANE
LAKE MARY, FL. 32746

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

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Registered Agent Signature: TAMARA S. BISCHOFF

Article VI

The name and address of the incorporator is:

ROBERT A. STRINI
12098 COMET ROAD
SMITHFIELD, VA 23430

Incorporator Signature: ROBERT A. STRINI

Article VII

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

Title: CEO
ROBERT A STRINI
12098 COMET RD
SMITHFIELD, VA. 23430 US

Title: P
JEAN G ORDONEZ
689 HASTINGS ST
BOCA RATON, FL. 33487 US

Title: VP
JUDITH STROTHER
505 WEST PINE RD
MELBOURNE, FL. 32901 US

Title: CFO
ARTHUR C JOHNSON
1634 KELLIWOOD OAKS
KATY, TX. 77450 US

Article VIII

The effective date for this corporation shall be:

01/27/2004