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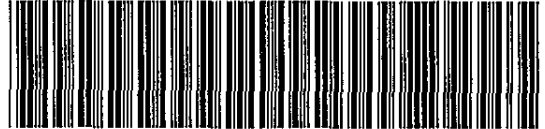
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 456721 7103152

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : February 24, 2004

ORDER TIME : 11:24 AM

ORDER NO. : 456721-005

CUSTOMER NO: 7103152

CUSTOMER: Ms. Carrie J. Canales
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

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DOMESTIC FILING

NAME: CLASSROOM+, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
CLASSROOM +, INC.**

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**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: Classroom +, Inc., a Florida corporation.

**ARTICLE II
CAPITAL STOCK SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, the par value of each such share being ONE DOLLAR (\$1.00).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Jeffery E. Maroon	259 Burnt Pine Drive Naples, FL 34119
Jeffery Michael Darwish	324 Spider Lily Lane Naples, FL 34119

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President and Treasurer	Jeffery Michael Darwish	324 Spider Lily Lane Naples, FL 34119
Vice President and Secretary	Jeffery E. Maroon	259 Burnt Pine Drive Naples, FL 34119

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Jeffery Michael Darwish, whose address is 324 Spider Lily Lane, Naples, FL 34119

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Goodlette, Coleman & Johnson, P.A., 4001 Tamiami Trail N., Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Harold J. Webre, Esquire.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 324 Spider Lily Lane, Naples,
FL 34119

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 23rd day of February, 2004.


Jeffery Michael Darwish
Incorporator

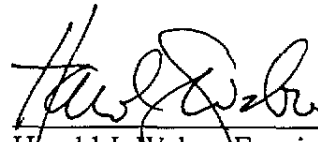
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CLASSROOM +, INC. desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business located at 324 Spider Lily Lane, Naples, FL 34119, has
named Harold J. Webre, Esquire, located at Goodlette, Coleman & Johnson, P.A., 4001 Tamiami
Trail N., Suite 300, Naples, FL 34103, as its registered agent to accept service of process within
Florida.

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby agree to accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of all
statutes relating to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Dated: February 23, 2004


Harold J. Webre, Esquire

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