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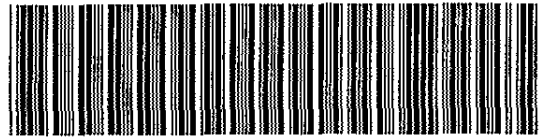
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TALLAHASSEE, FLORIDA

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February 25, 2004

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Bolster Education, Inc.

To Whom It May Concern:

Enclosed for filing and return please find the following:

1. Original and one (1) copy of the Certificate of Domestication
2. Original and one (1) copy of the Articles of Incorporation
3. Application for the Registration of a Foreign Corporate Name with a MD Certificate of Good Standing attached
4. Check No: 52350 in the amount of \$128.75 for filing

Please return file stamped copies of the Certificate of Domestication and Articles in the envelope provided. If you have any questions or concerns, please do not hesitate to call.

Very truly yours,

Battaglia, Ross, Dicus & Wein, P.A.

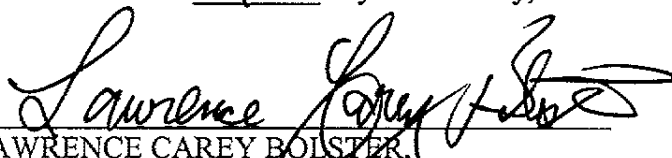
Angelique Boucher
Corporate Paralegal
encl.
/335469

CERTIFICATE OF DOMESTICATION

The undersigned, LAWRENCE CAREY BOLSTER, President, of BOLSTER EDUCATION, INC., a foreign corporation, in accordance with §607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was April 7th, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the state of Maryland.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Bolster Education, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to §607.0202 and 607.0401 with this certificate is Bolster Education, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the state of Maryland.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to §607.1801.

I am LAWRENCE CAREY BOLSTER, of BOLSTER EDUCATION, INC., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 13 day of February, 2004


LAWRENCE CAREY BOLSTER,
BOLSTER EDUCATION, INC.
Its: President

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**ARTICLES OF INCORPORATION
OF
BOLSTER EDUCATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **BOLSTER EDUCATION, INC.**

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one thousand (1000) shares of common stock at no par value per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

Lawrence Carey Bolster
9 Haig Place #705
Dunedin, FL 34698

ARTICLE VI
CORPORATE ADDRESS

The street address of the initial principal office of the corporation is as follows:

9 Haig Place #705
Dunedin, FL 34698

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial director of the corporation is:

Name and Address

Lawrence Carey Bolster
9 Haig Place #705
Dunedin, FL 34698

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Lawrence Carey Bolster
9 Haig Place #705
Dunedin, FL 34698

ARTICLE IX
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XIII
TELEPHONE MEETINGS

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV
DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XV
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which approves such contract or transaction.

ARTICLE XVI **INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XVII **CORPORATE EXISTENCE**

The effective date of the corporation's existence shall begin on the date of filing.

ARTICLE XVIII **AFFILIATED TRANSACTIONS**

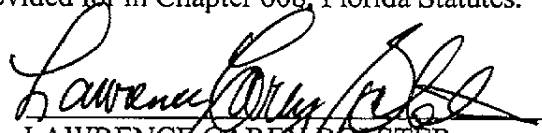
The corporation elects not to be governed by Section 607.0901, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 13 day of February, 2004.


LAWRENCE CAREY BOLSTER, Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Having been named as registered agent and to accept service of process for the above stated corporation at the address designated herein, I hereby 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 our duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


LAWRENCE CAREY BOLSTER
Resident Agent

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