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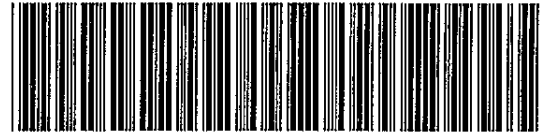
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRIAN E. JOHNSON, P.A.

Attorneys At Law

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7190 Seminole Boulevard
Seminole, Florida 33772

James E. Johnson, II

Ph (727) 391-9756

Fax(727)398-4056

July 9, 2004

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

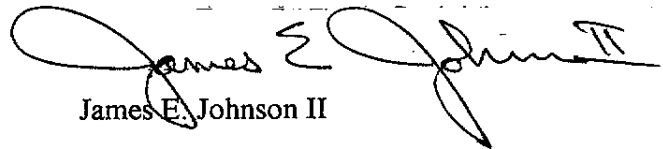
Re: Free & Associates, Inc.; Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for Free & Associates, Inc. Please file the Articles and return confirmation of the filing as well as a date-stamped copy to this office in the enclosed self-addressed, stamped envelope. I have included my firm check in the amount of \$78.75 to cover the filing costs.

If you have any questions, please do not hesitate to contact my office.

Sincerely,


James E. Johnson II

JEJ

Enclosures

cc: Jason Free

ARTICLES OF INCORPORATION

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OF

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FREE & ASSOCIATES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be FREE & ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of providing support for modifying, revising or starting educational programs at public and private educational institutions and to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 608 E. Davis Boulevard, Tampa, Florida 33606, and the name of the initial registered agent of this Corporation

at that address is JASON FREE.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JASON FREE	608 E. Davis Boulevard Tampa, FL 33606
ERIN FREE	608 E. Davis Boulevard Tampa, FL 33606

The persons named as Director of the Corporation is of full age and is a resident of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JASON FREE, President/	608 E. Davis Boulevard Tampa, FL 33606
ERIN FREE, Secretary/ Treasurer	608 E. Davis Boulevard Tampa, FL 33606

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles of Incorporation is JASON FREE, whose

address is 608 E. Davis Boulevard, Tampa, FL 33606.

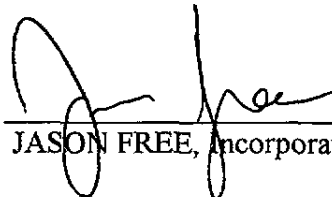
ARTICLE X - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be 608 E. Davis Boulevard, Tampa, FL 33606, and the mailing address is also 608 E. Davis Boulevard, Tampa, FL 33606.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 9th day of July, 2004.

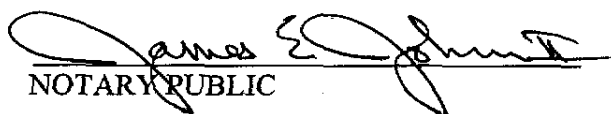


JASON FREE, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

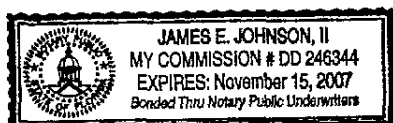
BEFORE ME, the undersigned authority, personally appeared JASON FREE, who provided FL Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of named above this 9th day of July, 2004.



NOTARY PUBLIC

My Commission Expires:



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

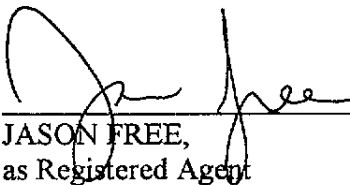
JASON FREE (name of president goes here)

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted for
compliance with said Act:

That Free & Associates, Inc., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation at City of Tampa, County of
Hillsborough, State of Florida, has named JASON FREE located at 608 E. Davis Boulevard, Tampa,
FL 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



JASON FREE,
as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA