

**Electronic Articles of Incorporation
For**

P06000101507
FILED
August 03, 2006
Sec. Of State
wcunningham

ANYWHERE LEARNING, 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:

ANYWHERE LEARNING, INC.

Article II

The principal place of business address:

73 CHRISTIAN DR.
SANTA ROSA BEACH, FL. US 32459

The mailing address of the corporation is:

73 CHRISTIAN DR.
SANTA ROSA BEACH, FL. US 32459

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:

1000 SHARES AT \$0.00 PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL. 32301

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

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Registered Agent Signature: LAURA R DUNLAP

Article VI

The name and address of the incorporator is:

THE COMPANY CORPORATION
2711 CENTERVILLE ROAD
SUITE 400
WILMINGTON, DE 19808

Incorporator Signature: LAURA R DUNLAP

Article VII

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

Title: D
PENNY KINCAID
73 CHRISTIAN DR.
SANTA ROSA BEACH, FL. 32459 US

Title: D
CLAYTON KINCAID
73 CHRISTIAN DR.
SANTA ROSA BEACH, FL. 32459 US