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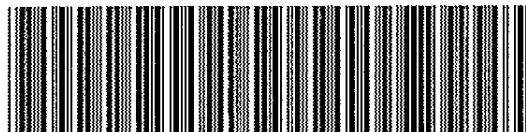
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE DEC 18 2006

RANDALL N. THORNTON

ATTORNEY AT LAW

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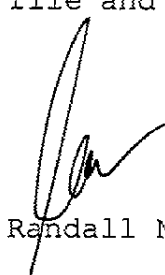
December 14, 2006

Florida Secretary of State
New Corporations Division
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: 21ST CENTURY LEARNING PRODUCTS, INC.

Dear Sir:

Enclosed are the Articles of Incorporation on the above. Please file and issue a certified copy. Enclosed is my check for \$78.75.



Randall N. Thornton

encl.

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ARTICLES OF INCORPORATION
OF
21ST CENTURY LEARNING PRODUCTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is 21ST CENTURY LEARNING PRODUCTS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV. CAPITAL STOCK

The capital stock of the corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation shall be 501 Robin Lane Wildwood, Fl 34785, and the mailing address is 501 Robin Lane Wildwood, Fl 34785.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of this corporation is 501 Robin Lane Wildwood, Fl 34785, and the mailing address shall be the same. The name of the initial registered agent at that address is Walter Antoniotti.

ARTICLE VII. SUBSCRIBER AND INITIAL OFFICER

The name and address of the person signing these articles of incorporation as subscriber and the initial president of the corporation is:

Walter Antoniotti 501 Robin Lane Wildwood, Fl 34785.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the

bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 14th day of December, 2006.

Walter Antoniotti
Walter Antoniotti

STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the 14th day of December, 2006, by Walter Antoniotti.



[Signature]
Notary Public, State of FL
My Commission Expires: _____

Personally known or produced identification
Type of identification produced

I hereby accept the appointment as registered agent and agree to act in this capacity for the foregoing corporations.

Walter Antoniotti
Walter Antoniotti

STATE OF FLORIDA
COUNTY OF SUMTER

The foregoing instrument was acknowledged before me on the 14th day of December, 2006, by Walter Antoniotti.



[Signature]
Notary Public, State of FL
My Commission Expires: _____

Personally known or produced identification
Type of identification produced

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TALLAHASSEE, FLORIDA