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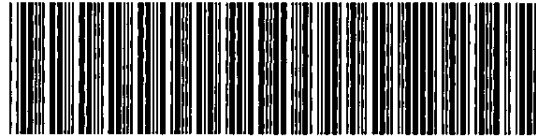
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/29

ROBERTS & LAW, P.A.

ATTORNEYS AT LAW

POST OFFICE BOX 57

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736

TELEPHONE NUMBER: (352) 429-2183

FAX NUMBER: (352) 429-3035

ARTHUR E. ROBERTS
(1929-1997)

JULIA R. LAW

March 27, 2007

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Clever Classrooms, Inc.

Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$78.75, representing the \$35.00 filing fee, \$8.75, for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

ARTICLES OF INCORPORATION
OF
CLEVER CLASSROOMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is CLEVER CLASSROOMS, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The principal office of this corporation in the State of Florida is 13325 State Road 33, Groveland, Florida. The mailing address for this corporation is Post Office Box 643, Groveland, Florida 34736. The Registered Agent for this corporation at this address is MARK G. ROBERTS. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The corporation shall have two directors initially, whose names and addresses are:

MARK G. ROBERTS, 13325 State Road 33, (P.O. Box 643) Groveland, Florida 34736

MARIE T. ROBERTS, 13325 State Road 33, (P.O. Box 643) Groveland, Florida 34736.

ARTICLE VII

The names and addresses of the incorporators of this corporation are:

MARK G. ROBERTS, 13325 State Road 33, (P.O. Box 643) Groveland, Florida 34736

MARIE T. ROBERTS, 13325 State Road 33, (P.O. Box 643) Groveland, Florida 34736.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.

Mark G. Roberts
MARK G. ROBERTS

Marie T. Roberts
MARIE T. ROBERTS

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared MARK G. ROBERTS and MARIE T. ROBERTS, who are personally known to me, ~~or who produced~~ _____ as identification, who are the incorporator in the foregoing Articles of Incorporation, and acknowledged that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 23rd day of March, 2007.

Beverly S. Staples
Notary Public



BEVERLY S. STAPLES
Commission DD 621895
Expires January 15, 2011
Bonded Thru Troy Palm Insurance 800-285-7010

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS.**

The following is submitted, in compliance with Chapter 607.034, Florida Statutes:

CLEVER CLASSROOMS, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 13325 State Road 33, in the City of Groveland, County of Lake, State of Florida, having a mailing address of Post Office Box 643, Groveland, Florida 34736, has named MARK G. ROBERTS, located at 13325 State Road 33, Groveland, Florida 34736, as its agent to accept service of process within this state.

OFFICERS:

Name:	Title	Specific Address
MARK G. ROBERTS	President	13325 State Road 33 (P.O. Box 643) Groveland, FL 34736
MARIE T. ROBERTS	Secretary/ Treasurer	13325 State Road 33 (P.O. Box 643) Groveland, FL 34736

DIRECTORS:

Name	Specific Address
MARK G. ROBERTS	13325 State Road 33 (P.O. Box 643) Groveland, FL 34736
MARIE T. ROBERTS	13325 State Road 33 (P.O. Box 643) Groveland, FL 34736

BY: 
MARK G. ROBERTS
President

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

 
MARK G. ROBERTS
Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is CLEVER CLASSROOMS, INC.
2. The name and address of the registered agent and office is MARK G.
ROBERTS, 13325 State Road 33 (P.O. Box 643), Groveland, Florida 34736. 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 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.



MARK G. ROBERTS
Registered Agent

Date: 3/23/07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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