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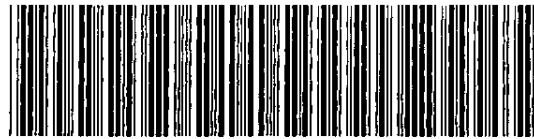
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TALLAHASSEE, FLORIDA

J. Shivers JUN 23 2008

KOPELOUSOS & BRADLEY, P.A.

ATTORNEYS AT LAW

1279 KINGSLEY AVENUE - SUITE 118

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ORANGE PARK, FLORIDA 32067-0562

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GORDON O. JESPERSON

TELEPHONE: (904) 269-1111
FACSIMILE: (904) 269-1115

June 24, 2008

VIA FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Horne Education Services, Inc. – Articles of Incorporation

Dear Sir or Madam:


Enclosed for filing, please find an original and a copy of the Articles of Incorporation of Horne Education Services, Inc. Also enclosed is a check for \$78.75 to cover the filing fee. Please return to me a certified copy of the Articles of Incorporation.

Please return all correspondence concerning this matter to the following:

Gordon O. Jesperson, Esq.
1279 Kingsley Avenue, Suite 118
Orange Park, Florida 32073

If you have any questions concerning this matter, please call me directly at (904) 269-1111.
Thank you for your assistance.

Best regards,


Gordon O. Jesperson

Enclosures

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**ARTICLES OF INCORPORATION
OF
HORNE EDUCATION SERVICES, INC.**

The undersigned individual of the age of eighteen years or more, acting as incorporator under the Florida Business Corporation Act, adopts the following articles of incorporation:

Article I.

The name of the corporation is **HORNE EDUCATION SERVICES, INC.** (the "Corporation"). The principal place of business and mailing address of the Corporation shall be 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073. The Corporation may be engaged in any lawful business.

Article II.

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. The shares of common stock have unlimited voting rights and are entitled to receive the net assets of the Corporation. The par value of the common stock is \$0.01 per share.

Article III.

The address of the initial registered office of the Corporation is c/o Kopelousos & Bradley, P.A. 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073 and the name of the initial registered agent of the Corporation at such address is Gordon O. Jespersen. The mailing address of the Corporation for notices is c/o Kopelousos & Bradley, P.A. 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073.

Article IV.

The name and address of the incorporator is: Gordon O. Jespersen, 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073.

Article V.

The Corporation is authorized to purchase shares of Common Stock from present and former employees, consultants and directors pursuant to arrangements approved by the Board of Directors.

Article VI.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to the Florida Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

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Article VII.

Action required or permitted by the Florida Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken pursuant to written consent by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

Article VIII.

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under Section 607.0850 of the Florida Business Corporation Act.

B. Advancement of Expenses. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

1. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Florida Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Person is not entitled to be indemnified by the Corporation under this Article VIII or under any other indemnification rights granted by the Corporation to such Person.

Such advances shall be made without regard to the Person's ability to repay such advances and without regard to the Person's ultimate entitlement to indemnification under this Article VIII or otherwise.

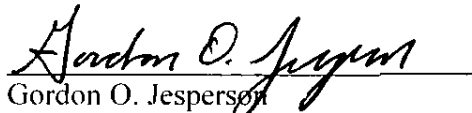
C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another Corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article VIII. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. Non-Exclusivity and Continuity of Rights. This Article VIII: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such Person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article VIII.

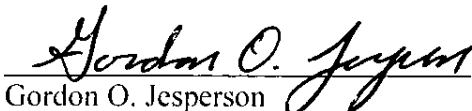
E. Amendments. Any repeal of this Article VIII shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

F. Initial Directors and Officers. The initial Directors of the Corporation shall be James W. Horne and David H. Horne, Jr., and the Initial Officers of the Company shall be David H. Horne, Jr., Chairman of the Board and Secretary and James W. Horne as President and Treasurer. The address of the Initial Directors and Officers is 1279 Kingsley Avenue, Suite 118, Orange Park, Florida 32073

June 24, 2008


Gordon O. Jespersen
Incorporator

Having been named as registered agent to accept service of process for HORNE EDUCATION SERVICES, INC., at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Gordon O. Jespersen

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