

CORPORATION INFORMATION  
SERVICES, Inc.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0393 FAX

**CSC networks**

800-342-8086

**P95000010815**

95 FEB -8 PM 1:44

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 540408 82150A

AUTHORIZATION :

COST LIMIT : \$ 131.25

*Patricia Pizito*

ORDER DATE : February 8, 1995

ORDER TIME : 12:05 PM

ORDER NO. : 540408

CUSTOMER NO: 82150A

4000071400754

CUSTOMER: Mr. Marc D. Moel  
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

**P95000010815**

NAME: PLATO SOFTWARE CORPORATION

XXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
XXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
95 FEB -8 PM 5:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*2-8-95*  
*cy/A/A01*

**ARTICLES OF INCORPORATION  
OF  
PLATO SOFTWARE CORPORATION**

FILED  
95 FEB -8 PM 5:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED** sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:


1. The name of the corporation is **PLATO SOFTWARE CORPORATION**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **ONE HUNDRED MILLION (100,000,000)** shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **4435 OLD WINTER GARDEN ROAD, ORLANDO, FL 32811** and the name of its initial registered agent at such address is **XL CORPORATE SERVICES, INC..**
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

**MARTIN HECHT  
C/O ALLIANCE MANAGEMENT  
1221 BRICKELL AVENUE  
SUITE 936  
MIAMI, FL 33131**

7. The name and address of the sole incorporator is: MARC D. MOEL, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

**IN WITNESS WHEREOF**, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 02/07/95

  
\_\_\_\_\_  
MARC D. MOEL  
Sole Incorporator

### **ACKNOWLEDGEMENT**

STATE OF NEW YORK: COUNTY OF NEW YORK: ss.:

**I HEREBY CERTIFY**, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared to me, MARC D. MOEL, known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

**WITNESS** my hand and official seal in the county and state named above this 02/07/95.

\_\_\_\_\_  
Notary Public

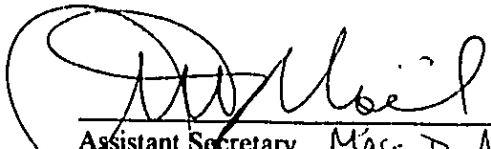
**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I, the undersigned, do hereby accept appointment as Registered Agent of the  
within named corporation.

Dated: 2/7/95

  
Assistant Secretary *Marc D. Maciel*  
XL CORPORATE SERVICES, INC.  
*Registered Agent*

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TALLAHASSEE, FLORIDA

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OF  
PLATO SOFTWARE CORPORATION**

**FILED BY:**

**SPIELMAN & KASSIMIR, P.C.  
111 WEST 40TH ST  
NEW YORK, NY 10018**