



Wm. Michael C. Shaw
3713 49th Street North
Number 132
Saint Petersburg, Florida 33710

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20 March 1995

Florida Department of State
Office of the Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100001439671
-03/24/95--01113--006
****158.75 *****78.75
157.50

Re: Two New Corporation Formations

Dear Secretary of State:

Enclosed please find the new Articles of Incorporation for two corporations I wish to be filed with your office. The Corporations are Veritas Electronic Classroom, Inc. and Great Beginnings Music Education Foundation, Inc.

For each new filing I have enclosed the following fees:

New Filing Fee	\$ 35.00	X 2	\$ 70.00
Registered Agent Fee	\$ 35.00	X 2	\$ 70.00
Cert of Status	\$ 8.75	X 2	\$ 17.50
=====			
TOTAL			\$ 157.50

Should any questions remain, please feel free to call upon me at (813) 399-0180.

Cordially,


Wm. Michael C. Shaw

FILED
95 MAR 24 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VERITAS ELECTRONIC CLASSROOM, INC.**

FILED
95 MAR 24 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the provisions of Chapter 607, Fla. Stat., the Florida Business Corporation Act, hereby states the following:

ARTICLE I - NAME

The name of the corporation is Veritas Electronic Classroom, Inc. The initial mailing address of the Corporation shall be 3713 49th Street North • Suite 132 • St. Petersburg, FL 33710.

ARTICLE II - DURATION

The Corporation shall have perpetual existence beginning on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock all of one class having a par value of \$.01 per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

Section 4. The President of the Corporation shall be a Director.

Section 5. The directors of the corporation shall be elected at the first meeting of the subscribers.

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE VII - INDEMNIFICATION

The Corporation shall be empowered to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE VIII - INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENT TO ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI - INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a stockholders meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE - XII EXECUTIVE COMMITTEE

The Corporation may have an Executive Committee if desired by the Board of Directors which shall consist of the President plus one director. Said committee shall have the full power of the Board of Directors when the Board is not in session to transact the ordinary business of the Corporation as set out in the Bylaws of the Corporation.

ARTICLE XIII - TELEPHONE MEETINGS

Members of the board of directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for any meeting of the directors of this Corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XVI - INITIAL REGISTERED AGENT

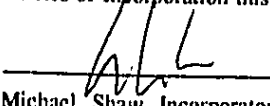
Section 1. The address of the initial registered agent and office of this Corporation shall be 3713 49th Street North • Suite 132 • St. Petersburg, FL 33710.

Section 2. The name of the initial registered agent shall be Michael Shaw.

ARTICLE XVII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is: Michael Shaw • 3713 49th Street North • Suite 132 • St. Petersburg, FL 33710.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation this 20th day of March, 1995.


Michael Shaw, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of March, 1995, by Michael Shaw.


Notary Public #CC152781

(SEAL)

My Commission Expires:

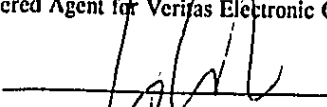
Notary Public, State of Florida

My Commission Expires Oct. 15, 1995

Bonded thru Terry Fain - Insurance Inc.

I hereby accept to act as initial Registered Agent for Veritas Electronic Classroom, Inc. as stated in these Articles of Incorporation.

ACCEPTANCE


Michael Shaw, Registered Agent

FILED
95 MAR 24 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA