

P95000041127

2513-1 Seaford Circle
Tampa, FL 33613
(813) 977-0676
May 19, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

55 MAY 22 PM 2:35
FILED
900001496389
-05/23/95--01053--003
*****70.00 *****70.00

Re: K-12 International Studios, Inc.

Dear Department of State:

I enclose an original and one copy of the Articles of Incorporation for the above proposed corporation.

Also enclosed is a money order in the amount of \$70.00 in payment of the following fees:

Filing Fee for Articles	\$20.00
Certification of One copy of Articles	\$30.00
Designation of Registered Agent	\$20.00
TOTAL	\$70.00

Please file the original articles and return the certified copy to me at the above address.

Sincerely,



Karl J. Sarrazin, Incorporator

bx
5/25

**Articles of Incorporation
of
K-12 International Studios, Inc.**

ONE: The name of the corporation is K-12 International Studios, Inc.

TWO: The duration of the corporation shall be perpetual.

THREE: The general purpose or purposes for which the corporation is being formed are to include the transaction of any or all lawful business permitted under the laws of the State of Florida.

FOUR: The aggregate number of shares which the corporation shall have authority to issue is 3,000,000 common shares having a par value of \$.0001 per share.

FIVE: The registered agent and the street address of the initial registered office of the corporation in the State of Florida is:

Name	Address
Karl J. Sarrazin	2513-1 Seaford Circle Tampa, FL 33613

SIX: The principal office of the corporation and its mailing address is:

11007 N. 56th Street, Suite T
Tampa, FL 33617

SEVEN: The number of directors constituting the initial board of directors is one (1) and the name and address of each person who is to serve as a member thereof is as follows:

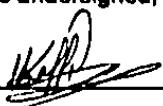
Name	Address
Karl J. Sarrazin	2513-1 Seaford Circle Tampa, FL 33613

EIGHT: The name and address of the sole incorporator is:

Name	Address
Karl J. Sarrazin	2513-1 Seaford Circle Tampa, FL 33617

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

Date: 5-19-95

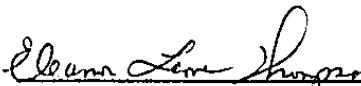

Karl J. Sarrazin

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above, to take acknowledgments, personally appeared Susan J. Franks, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of May, 1995.


Notary Public

My commission expires

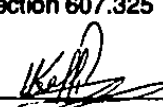
ELEANOR LEONE THOMPSON
MY COMMISSION # CG 126108 EXPIRES
April 20, 1996

BONDED THROUGH TROY FARM INSURANCE, INC.

FLB# 5605-431-58-031-6

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

Date: 5-19-95


Karl J. Sarrazin