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

RE: Incorporation of **LearnIT** Corporation

Dear Sir/Madam:

Enclosed please find two sets of the Articles of Incorporation of **LearnIT** Corporation for filing. Also enclosed is a check in the sum of \$122.50 representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00
Designation	_____
Total	\$122.50

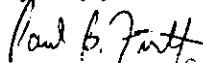
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Please return a certified copy of the filed Articles to the following address:

Paul B. Firth
2407 N.W. 15th Place
Gainesville, FL 32605

Thank you.

Very truly yours,


Paul B. Firth

Encs.

cc: **LearnIT** Corporation

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LearnIT Corporation

ARTICLE I - NAME

The name of the Corporation is LearnIT Corporation.

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 2407 N.W. 15th Place, Gainesville, Florida 32605. The name of the initial registered agent is Paul B. Firth, 2407 N.W. 15th Place, Gainesville, Florida 32605.

ARTICLE III - PURPOSES

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is one million (1,000,000), all of which are to be common stock with par value of one-tenth of one cent (\$0.001) per share.

ARTICLE V - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Gaye B. Firth (SSN 301-58-6404) 2407 N.W. 15th Place Gainesville, Florida 32605	125,000 shares
Paul B. Firth (SSN 096-46-5867) 2407 N.W. 15th Place Gainesville, Florida 32605	125,000 shares
Debbie S. Suppe (SSN 513-72-0035) 3955 N.W. 41st Court Gainesville, Florida 32606	125,000 shares
Dennis R. Suppe (SSN 052-62-7075) 3955 N.W. 41st Court Gainesville, Florida 32606	125,000 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered

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and sold shall be further specified by written agreement among all of the shareholders and this corporation

ARTICLE VI - INCORPORATOR

The name and mailing address of the incorporators are:

Gaye B. Firth, 2407 N.W. 15th Place, Gainesville, Florida 32605

Paul B. Firth, 2407 N.W. 15th Place, Gainesville, Florida 32605

Debbie S. Suppe, 3955 N.W. 41st Court, Gainesville, Florida 32606

Dennis R. Suppe, 3955 N.W. 41st Court, Gainesville, Florida 32606

ARTICLE VII - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VIII - LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X - MANAGEMENT

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) This corporation shall have four directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one. The initial directors of this corporation who will serve until their successors are elected are:

Gaye B. Firth, Paul B. Firth, Debbie S. Suppe, Dennis R. Suppe.

(c) The officers of the corporation shall be chosen by the Board of Directors and shall be a Chairman of the Board of Directors (if one shall be elected by the Board of Directors), a President, a Vice President, a Secretary and a Treasurer. The names and post office addresses of the officers who shall manage the affairs of this corporation for the first year, or until their successors are chosen and qualified are:

Paul B. Firth, President
2407 N.W. 15th Place
Gainesville, Florida 32605

Dennis R. Suppe, Chairman of the Board of Directors, Vice President
3955 N.W. 41st Court
Gainesville, Florida 32606

Debbie S. Suppe, Secretary
3955 N.W. 41st Court
Gainesville, Florida 32606

Gaye B. Firth, Treasurer
2407 N.W. 15th Place
Gainesville, Florida 32605

- (d) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (e) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (f) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (g) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (h) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (i) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (j) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.
- (k) The Corporation reserves the right to amend, alter, change, add to or repeal any provision

contained in this Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 26 day of May, 1995.

Gaye B. Firth
Gaye B. Firth

Paul B. Firth
Paul B. Firth

Debbie S. Suppe
Debbie S. Suppe

Dennis R. Suppe
Dennis R. Suppe

State of Florida)
County of Alachua) ss

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, GAYE B. FIRTH, PAUL B. FIRTH, DENNIS R. SUPPE, and DEBBIE S. SUPPE, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26 day of May, 1995.

Denise M. Cason
Notary Public

My commission expires:

DENISE M. CASON
NOTARY PUBLIC, STATE OF FLORIDA
MY COM. EXPIRES 12/31/98
#00010125
Bonded by American Fidelity & Guaranty Co.

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Act relative to keeping open said office.

Paul B. Firth
Paul B. Firth

Date: 26 MAY 95

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95 MAY 30 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA