

Boroughs, Bennett, Morlan & Simpson

201 EAST PINE STREET
SUITE 600
PORT OFFICE BOX 3309
ORLANDO, FLORIDA 32802-3309
TELEPHONE (407) 841-3353
TELECOPIER (407) 843-0587

HARRY BENNETT
 THOMAS BOURQUEN
 HANDELL F. HOLMAN, II
 JEROME R. SIMPSON, JR.
 EDWARD E. HARTSHORN
 ROBERT J. BEVANS

EDWARD M. ALEXANDER, JR.⁹
KENNETH M. HASOUNI

ROBERT W. ROYD
VIR. COUNCIL

*DIRECT ADMITS IN N.Y.

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

7000015597917
-02/14/95--01169--017
*****70.00 *****70.00

Edward R. Alexander, Jr.

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ARTICLES OF INCORPORATION
OF
PERFORMANCE ORIENTATION, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

PERFORMANCE ORIENTATION, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 3208 C East Colonial Drive, #196, Orlando, Florida 32803.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3208 C East Colonial Drive, #196, Orlando, Florida 32803 and the name of the initial registered agent of this Corporation at that address is Paul Marko.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Paul Marko	3208 C East Colonial Drive, #196 Orlando, Florida 32803

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation

at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Paul Marko	3208 C East Colonial Drive, #196 Orlando, Florida 32803

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8 day of August, 1995.



Paul Marko

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Performance Orientation, Inc.



Paul Marko

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00/01/95

65 AUG 14 AM 12
1995

P95000062792

JILL FISHER POWERS, P.A.
Law Offices

Glades Building
Suite 303
877 Executive Center Dr. W
St. Petersburg, FL 33702

P.O. Box 22486
St. Petersburg, FL 33742
Phone: (813) 579-4662
Fax: (813) 579-1202

November 29, 1995

Via U.S. Mail

Return to
P.O. Box 22486

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

Re: Performance Orientation, Inc.

Dear Sir/Madam:

Enclosed are **Articles of Amendment to Articles of Incorporation** along with a copy of a corporate resolution authorizing the amendment changing the name of the above-referenced corporation to "**New Beginnings In Learning, Inc.**" and changing the Principal Office address. Please file these Articles of Amendment with the Secretary of State and return our certified copy via your courier. Our check in the amount of \$87.50 is enclosed to cover their filing fee of \$35.00 and their certified copy fee of \$52.50.

If you have any questions, please call me. Thank you very much for your assistance.

Sincerely,

Lucy Rodriguez
Lucy Rodriguez
Legal Assistant

Enclosure

NC
P.O.
12-4

FILED
65 DEC -4 11:11 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

65 DEC -4 11:13 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PERFORMANCE ORIENTATION, INC.

FILED
95 DEC -6 AM 11:46
CLERK OF THE STATE
OF FLORIDA

1. Pursuant to Section 607.1006 of the Florida Statutes, Article I and Article II of the Articles of Incorporation of **PERFORMANCE ORIENTATION, INC.** (the "Corporation") are hereby amended to read in its entirety, respectfully, as follows:

"ARTICLE I - NAME

The name of the Corporation shall be **NEW BEGINNINGS IN LEARNING, INC.**"

"ARTICLE II - PRINCIPAL OFFICE

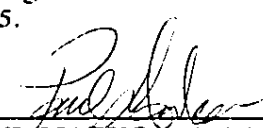
The address of the principal office and the mailing address of the Corporation is 12800 Vonn Road, #8751, Largo, Florida 34644."

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.

3. The foregoing Articles of Amendment (the "Amendment") were adopted by unanimous consent of the Board of Directors and Shareholders of the Corporation in accordance with Sections 607.0704 and 607.0821, Florida Statutes, on the 29th day of November, 1995.

4. The only voting group entitled to vote separately on the Amendment is the common shareholders of the Corporation, and the number of votes cast for the Amendment by such common shareholders was sufficient for the approval of the Amendment by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 29th day of November, 1995.



PAUL MARKO, sole Director and President

Prepared by: Jill Fisher Powers, P.A.
FL Bar No. #947547
Post Office Box 22086
St. Petersburg, FL 33742
(813) 579-4662

ACTION BY WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE SHAREHOLDERS AND DIRECTORS OF
PERFORMANCE ORIENTATION, INC.

COPY

The undersigned, PAUL MARKO being the sole Shareholder and Director of PERFORMANCE ORIENTATION, INC., a Florida corporation (the "Corporation"), does hereby take and adopt, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the following actions in writing and without a meeting:

RESOLVED, that it is deemed to be in the best interest of the Corporation to change the name of the Corporation to **NEW BEGINNINGS IN LEARNING, INC.**;

RESOLVED FURTHER, that Article I and Article II of the Articles of Incorporation of the Corporation be amended, such amendments to change Article I and Article II to read in its entirety, respectfully, as follows:

"ARTICLE I - NAME

The name of the Corporation shall be **NEW BEGINNINGS IN LEARNING, INC.**"

"ARTICLE II - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 12800 Vonn Road, #8751, Largo, Florida 34644."

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to file an amendment to the Articles of Incorporation with the Secretary of State and to take such other action as may be necessary to carry out the intent of the foregoing resolution;


RESOLVED FURTHER, that no notice of the actions by the Corporation's shareholders as contemplated hereby need be given under Section 607.0704, Florida Statutes;

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized and directed to secure new stock certificates for the Corporation evidencing the new corporate name of the Corporation and exchange the old certificates previously issued for new certificates; and

RESOLVED FURTHER, that the Secretary of the Corporation be, and he hereby is, authorized and directed to file this written consent, or cause this written consent to be so filed, in the minutes of the proceedings of the Board of Directors of the Corporation.

DATED:

This 29th day of November, 1995.



PAUL MARKO, President, Director, and
Shareholder

P950000 62792
FILED

JILL FISHER POWERS, P.A.
Law Offices

96 JAN -3 PM 2:06

Glades Building
Suite 303
877 Executive Center Dr. W.
St. Petersburg, FL 33702

SECRETARY OF STATE
TALLAHASSEE, FL 32301 Box 22486
St. Petersburg, FL 33742
Phone: (813) 579-4662
Fax: (813) 579-1202

December 28, 1995

Via U.S. Mail

Return to
✓ PL ASAP

Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, Florida 32301

300001676193
-01/03/96--01011--001
*****87.50 *****87.50

Re: NEW BEGINNINGS IN LEARNING, INC.

Dear Sir/Madam:

Enclosed are **Articles of Amendment to Articles of Incorporation** along with a copy of a corporate resolution authorizing the amendment changing the name of the above-referenced corporation to "**PARALLAX ideas in learning, inc.**". Please file these Articles of Amendment with the Secretary of State and return our certified copy via your courier. Our check in the amount of \$87.50 is enclosed to cover their filing fee of \$35.00 and their certified copy fee of \$52.50. Also, enclosed is \$10.00 for your handling fee.

If you have any questions, please call me. Thank you very much for your assistance.

Sincerely,

Lucy Rodriguez

Lucy Rodriguez
Legal Assistant

Enclosure

N. HENDRICKS JAN - 3 1996

Amend.

RECEIVED
96 JAN -3 AM 8:04
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEW BEGINNINGS IN LEARNING, INC.**

FILED
96 JAN -3 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to Section 607.1006 of the Florida Statutes, Article I of the Articles of Incorporation of **NEW BEGINNINGS IN LEARNING, INC.** formerly known as **PERFORMANCE ORIENTATION, INC.** (the "Corporation"), are hereby amended to read in its entirety, respectfully, as follows:

"ARTICLE I - NAME

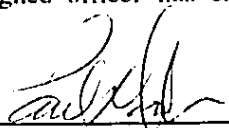
The name of the Corporation shall be "**PARALLAX ideas in learning, inc.**"

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.

3. The foregoing Articles of Amendment (the "Amendment") were adopted by unanimous consent of the Board of Directors and Shareholders of the Corporation in accordance with Sections 607.0704 and 607.0821, Florida Statutes, on the 28th day of December, 1995.

4. The only voting group entitled to vote separately on the Amendment is the common shareholders of the Corporation, and the number of votes cast for the Amendment by such common shareholders was sufficient for the approval of the Amendment by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment this 28th day of December, 1995.



PAUL MARKO, sole Director and President

Prepared by: **Jill Fisher Powers, P.A.**
FL Bar No. #947547
Post Office Box 22086
St. Petersburg, FL 33742
(813) 579-4662