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9/14/95 CORPORATE DETAIL RECORD SCREEN 1:49 PM  
NUM: P95000068690 ST:FL ACTIVE/FL PROFIT FLD: 09/06/1995 EFF: 10/01/1995  
NAME : AMT LEARNING SOLUTIONS, INC.  
PRINCIPAL: 2108 ST. ANDREWS BLVD  
ADDRESS PANAMA CITY, FL 32405  
RA NAME : MCMAHON, PATRICIA J  
RA ADDR : 2108 ST. ANDREWS BLVD  
PANAMA CITY, FL 32405  
ANN REP : \* NONE FILED \*

1. MENU, 3. OFFICERS

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**HARMON & SLOAN, P.A.**

ATTORNEYS AND COUNSELORS AT LAW  
427 McKENZIE AVENUE  
POST OFFICE BOX 2327  
PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III  
TIMOTHY J. SLOAN  
\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
AND MISSOURI BAR

TELEPHONE (904) 769-2501  
FACSIMILE (904) 769-0824

P95000068690

August 30, 1995

PERSONAL AND CONFIDENTIAL

Ms. Annette Hogan  
Florida Secretary of State  
Division of Corporations  
Amendments Section  
P.O. Box 6327  
Tallahassee, FL 32314

11/11/11 11:11:11  
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Re: Advanced Micro Technology, Inc., a Massachusetts  
corporation and AMT Learning Solutions, Inc., a Florida  
corporation

Dear Ms. Hogan:

As you will recall, on August 25, 1995, we discussed withdrawing a foreign corporation's registration in Florida on one day and registering a Florida corporation with the same name as of the next day. In accordance with that telephone conversation, please find enclosed, for filing with your office, an original Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Advanced Micro Technology, Inc., a Massachusetts corporation, doing business in Florida as AMT Learning Solutions, Inc., to be effective as of 11:59 p.m. on September 30, 1995.

Also enclosed is an original and one copy of the Articles of Incorporation and Designation of Registered Agent also for filing with your office. This corporation shall commence its existence as of October 1, 1995. Please forward a certified copy of the Articles once they have been properly filed. I have enclosed a check for \$157.50 to cover the costs of the withdrawal and the new filing.

Dmc  
9/6/95

122.50

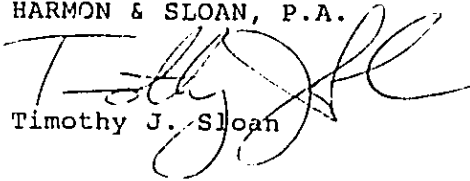
EFFECTIVE DATE  
10-1-95

Ms. Annette Hogan  
August 30, 1995  
Page 2

If you have any questions or require any additional information, please do not hesitate to contact me.

Very truly yours,

HARMON & SLOAN, P.A.

  
Timothy J. Sloan

TJS/da

Enclosures

cc: Richard W. McMahon  
Patricia J. McMahon

ARTICLES OF INCORPORATION  
OF  
AMT LEARNING SOLUTIONS, INC.

FILED  
SEP 26 1995

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation.

EFFECTIVE DATE

ARTICLE I - NAME

10-1-95

The name of this corporation is AMT LEARNING SOLUTIONS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence on October 1, 1995.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 2108 St. Andrews Boulevard, Panama City, Florida 32405. The registered agent for this

corporation is Patricia J. McMahon, whose address is 2108 St. Andrews Boulevard, Panama City, Florida 32405.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is two (2). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

PATRICIA J. McMAHON  
2108 St. Andrews Boulevard  
Panama City, FL 32405

RICHARD W. McMAHON  
2108 St. Andrews Boulevard  
Panama City, FL 32405

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Patricia J. McMahon, whose address is 2108 St. Andrews Boulevard, Panama City, Florida 32405.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 1995.

Patricia J. McMahon  
PATRICIA J. McMAHON

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 30th day of August, 1995, by PATRICIA J. McMAHON, who is personally known to me or who has produced FL Drivers License as identification.

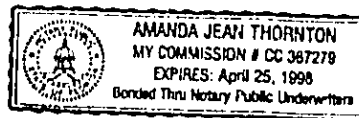
(SEAL)

Amanda Jean Thornton  
Signature

Amanda Jean Thornton  
Name (Typed)  
Notary Public

April 25, 1998  
Commission Expiration Date

\_\_\_\_\_  
Serial Number (if any)



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

AMT LEARNING SOLUTIONS, INC.

FILED  
SS 950-6 IN 0-55

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the \_\_\_\_ day of August, 1995.

---

PATRICIA J. McMAHON  
Registered Agent