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AUTHORIZATION : Patricia Pyjith

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ORDER NO. : 020021

PLEASE NOTE
EFFECTIVE DATE!!!

96FEB01 17:41:23

CUSTOMER NO: 4346900

CUSTOMER: Ms. Patty McElwain
KALISH & WARD

Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

EFFECTIVE DATE
JAN 31 1996

DOMESTIC FILING

NAME: PARADIGM LEARNING
DISTRIBUTION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

T. BROWN FEB - 2 1996

RECEIVED
96 FEB - 1 PM 12:13
DIVISION OF CORPORATION

FILED
96 FEB - 1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FL 32304

EFFECTIVE DATE
JAN 31 1996

ARTICLES OF INCORPORATION
OF
PARADIGM LEARNING DISTRIBUTION, INC.

FILED
96 FEB -1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **PARADIGM LEARNING DISTRIBUTION, INC.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

5301 W. Cypress Street
Suite 314
Tampa, Florida 33607

ARTICLE 3

CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLES OF INCORPORATION OF
PARADIGM LEARNING DISTRIBUTION, INC.

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ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be William Kalish. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of four members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Daniel R. Furlong	5301 W. Cypress Street Suite 314 Tampa, Florida 33607
Cathy Rezak	5301 W. Cypress Street Suite 314 Tampa, Florida 33607
Vincent Fabrizzi	5301 W. Cypress Street Suite 314 Tampa, Florida 33607

ARTICLES OF INCORPORATION OF
PARADIGM LEARNING DISTRIBUTION, INC.

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ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William Kalish, Esquire	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602

ARTICLE 8

PURPOSES, DURATION AND EFFECTIVE DATE

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

In accordance with § 607.0203(1), Florida Statutes, the existence of this corporation shall commence on January 31, 1996, and shall thereafter be perpetual.

ARTICLE 9

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLES OF INCORPORATION OF
PARADIGM LEARNING DISTRIBUTION, INC.

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ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


WILLIAM KALISH, ESQUIRE

PARADIGM LEARNING DISTRIBUTION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, WILLIAM KALISH, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 31st day of January, 1996.


WILLIAM KALISH, ESQUIRE

55146

FILED
96 FEB -1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA