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LAW OFFICE OF

GREGORY V. BEAUCHAMP, P.A.

107 EAST PARK AVENUE / P.O. BOX 1129

CHIEFLAND, FLORIDA 32626

904-493-1458

December 13, 1996

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

Re: LongReach, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named profit corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

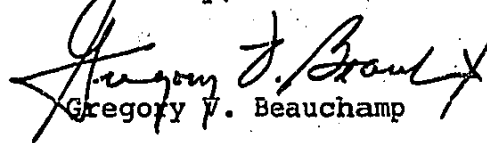
Filing Fee	\$ 35.00
Certified Copy	35.00
Registered Agent	<u>52.50</u>

\$122.50

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-12/17/96-01020-012
****122.50****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at your earliest opportunity.

Sincerely,


Gregory V. Beauchamp

GVB/kjh

Enclosures

Dmc
12/18/96

FILED
96 DEC 16 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LongReach, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE: NAME

The name of this corporation shall be: LongReach, INC.

ARTICLE TWO: GENERAL PURPOSE

The general purpose for which this corporation is initially organized is to operate a business to market educational products, services and technologies; and for the further purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE THREE: DURATION

This corporation shall have perpetual existence.

ARTICLE FOUR: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock at \$1.00 par value. By general consent of the Stockholders, it is their desire to designate the initial capital stock of this corporation as Section 1244 Stock, as defined under the Internal Revenue Code. As such this stock will qualify for all rights and privileges of Section

ARTICLE FIVE: ADDRESS

The street address of the initial principal office of this corporation is to be 9231 N.W. 75th Ave., Chiefland, FL 32626. The street address of the corporation's initial registered office is 9231 N.W. 75th Ave., Chiefland, FL 32626 and the name of its initial registered agent is JACK FOLEY, whose address is 9231 N.W. 75th Ave., Chiefland, FL 32626. The stockholders may from time to time designate such other address and place as the registered office of said corporation and such other person as its Registered Agent, subject to requirements of Florida law.

ARTICLE SIX: MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. Each stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE SEVEN: INCORPORATORS

The name and street address of each incorporator of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
JACK FOLEY	9231 NW 75th Ave.	100	\$100.00

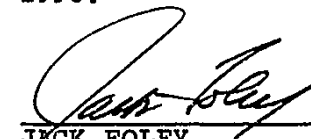
ARTICLE EIGHT: EFFECTIVE DATE

These Articles Of Incorporation shall become effective upon approval by the Department Of State of the State of Florida.

ARTICLE NINE: AMENDMENT

These Articles Of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and evidence of that approval shall be in writing, signed by the stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged to be filed, the foregoing Articles of Incorporation in the office of the Secretary of State on this 13th day of December, 1996.



JACK FOLEY



ELIZABETH FOLEY

STATE OF FLORIDA

COUNTY OF LEVY

On this 13th day of December, 1996, before me, an officer duly qualified to take acknowledgments, personally appeared JACK FOLEY and ELIZABETH FOLEY, personally known to me and known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me the execution of same, and they did not take an oath.

WITNESS My hand and official seal in the County and State last aforesaid this 13th day of December, 1996.

(SEAL)



Kathleen Joan Hope
MY COMMISSION # CC580820 EXPIRES
August 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Kathleen Joan Hope
Notary Public

Kathleen Joan Hope
Notary Public Printed Name
My Commission Expires:


FILED

96 DEC 16 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned, JACK FOLEY, does hereby accept the designation and appointment of registered agent of LongReach, INC.



JACK FOLEY
9231 N.W. 75th Ave.
Chiefland, FL 32626