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LAW OFFICES
FOTOPULOS & SPRIDGEON
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUITE 250
500 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

TELEPHONE
(813) 221-3802
FACSIMILE
(813) 229-3075

February 11, 1997

CERTIFIED MAIL #P 809 747 796
RETURN RECEIPT REQUESTED

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

600002088666--3
-02/17/97--01011--014
*****70.00 *****70.00

Re: Articles of Incorporation
CLASSROOM COMPUTERS, INC.

Gentlemen:

We enclose for filing Articles of Incorporation for CLASSROOM COMPUTERS, INC.

We also enclose our law firm check in the amount of Seventy Dollars (\$70.00), to be applied as follows:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
<u>TOTAL</u>	<u>\$70.00</u>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you very much for your attention to this letter and its enclosures. If you have any questions or need any further information or documentation, please do not hesitate to contact our offices.

Very truly yours,

Patricia A. Izquierdo

Patricia L. Izquierdo, CLA
Certified Legal Assistant

2/19/97
[Signature]

/sm
Enclosures

**ARTICLES OF INCORPORATION
OF
CLASSROOM COMPUTERS, INC.**

ARTICLE I - NAME

The name of the Corporation is **CLASSROOM COMPUTERS, INC.** The mailing address of the Corporation is **1527 N. Dale Mabry Highway, Suite 104, Lutz, Florida 33549.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of capital stock with the par value of \$1.00 which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **1527 N. Dale Mabry Highway, Suite 104, Lutz, Florida 33549**, and the name of the initial registered agent of the Corporation at that address is **Mark L. Mroczkowski.**

ARTICLE VII - OFFICERS AND DIRECTORS

The Corporation shall have Two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial officers and Board of Directors of this Corporation are:

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TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>ADDRESS</u>
MARK L. MROCZKOWSKI [S.S. #266-86-7547]	1630 Daiquiri Lane Lutz, Florida 33549
RONALD A. PETERSON [S.S. #482-52-1292]	1901 Brinson Road, #40 Lutz, Florida 33549

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
MARK L. MROCZKOWSKI [S.S. #266-86-7547]	1630 Daiquiri Lane Lutz, Florida 33549

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

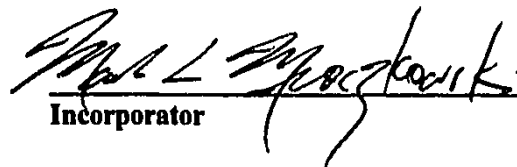
ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the date of signing.

DATED: February 7, 1997

MARK L. MROCZKOWSKI


Incorporator

ACKNOWLEDGEMENT

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARK L. MROCZKOWSKI, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. MARK L. MROCZKOWSKI is personally known to me, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 7th day of February, 1997.



Patricia L. Bliss

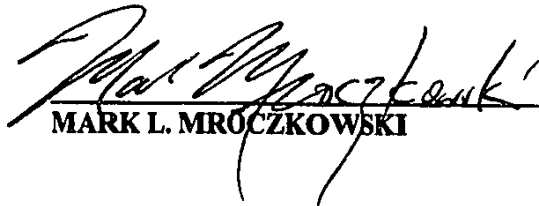
PATRICIA L. BLISS, Notary Public

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MARK L. MROCZKOWSKI, a Director of the aforementioned corporation, desiring to organize or qualify under the laws of the State of Florida, has named MARK L. MROCZKOWSKI, 1527 N. Dale Mabry Highway, Suite 104, Lutz, Florida 33549, as the corporation's agent to accept service of process within Florida.

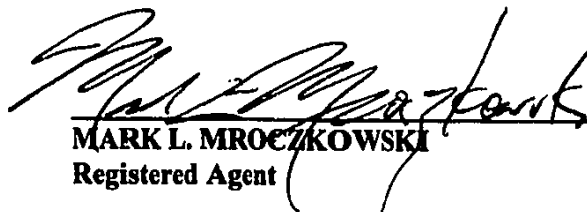
DATED: February 7, 1997


MARK L. MROCZKOWSKI

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

DATED: February 7, 1997


MARK L. MROCZKOWSKI
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA