



ACCOUNT NO. : 072100000032

REFERENCE : 285323 101134A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 7, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 285323-005

CUSTOMER NO: 101134A

CUSTOMER: Jack A. Baxter, Jr., Esq
JACK ANDREW BAXTER, JR., ESQ

4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: LEARNING DYNAMICS, INC.

EFFECTIVE DATE:

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: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 MAR -7 AM 9 18
ST. ALBANS, VERMONT
U.S. DISTRICT COURT
DISTRICT OF VERMONT

RECEIVED
97MAR -7 AM 11:51
DIVISION OF CORPORATION

K.R. MAR 10 1997

ARTICLES OF INCORPORATION

OF

LEARNING DYNAMICS, INC.
A FLORIDA CORPORATION

FILED
97 MAR -7 AM 9:18
SECRET
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is LEARNING DYNAMICS, INC.

ARTICLE II
ADDRESS

The mailing address of the Corporation is:
120 East Oakland Park Boulevard
Suite 206
Wilton Manors, Florida 33334

ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV
PURPOSE

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

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3800 Galt Ocean Drive, Suite 303, Fort Lauderdale, Florida 33308, and the name of the initial Registered Agent of the Corporation at that address is Thomas Whyte.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Thomas Whyte	120 E. Oakland Park Boulevard Suite 206 Wilton Manors, FL 33334

ARTICLE VIII
INCORPORATOR

The names and addresses of the persons signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Thomas Whyte	120 E. Oakland Park Boulevard Suite 206 Wilton Manors, FL 33334

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of March, 1997.


THOMAS WHYTE
Incorporator

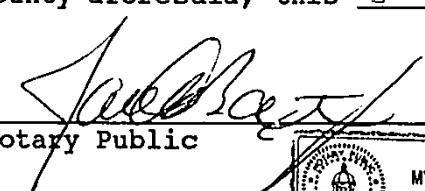
STATE OF FLORIDA)

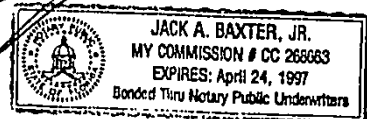
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS WHYTE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of March, 1997.

My Commission expires:

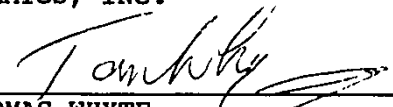

Notary Public



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of THOMAS WHYTE, as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of LEARNING DYNAMICS, INC.

Date: March 6, 1997


THOMAS WHYTE
Initial Registered Agent

FILED
97 MAR -7 AM 9:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE