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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 438259 7125832

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 70

ORDER DATE : June 23, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 438259-005

CUSTOMER NO: 7125832 100002221461--2

CUSTOMER: Greg Galloway, Esq
GALLOWAY & ASSOCIATES, P.A.

Suite 1010
201 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: HORIZONS OF EDUCATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

RECEIVED
97 JUN 24 AM 10:50
DIVISION OF CORPORATION
FLORIDA

844 JUN 24 1997

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ARTICLES OF INCORPORATION
OF
HORIZONS OF EDUCATION, INC.

FILED
97 JUL 14 11:29
TALLAHASSEE
FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HORIZONS OF EDUCATION, INC.

The address of the principal office of this corporation shall be 13046 Palmetto Glade Drive, Jacksonville, Florida 32246, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

A. Bruce Galloway Dir.	13046 Palmetto Glade Drive, Jacksonville, Florida 32246
Sheila Galloway Dir.	Same
Mary Ruth Galloway Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

A. Bruce Galloway Pres.	13046 Palmetto Glade Drive, Jacksonville, Florida 32246
Sheila Galloway Vice Pres.	Same
Mary Ruth Galloway Sec. Treas.	Same

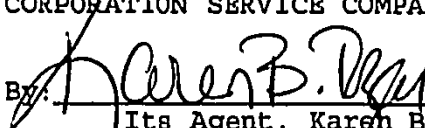
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 24, 1997.

CORPORATION SERVICE COMPANY

BY: 
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

CKS