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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: TOPMARKS LEARNING NETWORK, INC.

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ARTICLES OF INCORPORATION
OF
TopMarks Learning Network, Inc.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA; AND DO AGREE TO THE FOLLOWING CONDITIONS OF SAID CORPORATION:

ARTICLE I: NAME


THE NAME OF THIS CORPORATION SHALL BE: TopMarks Learning Network, Inc. BUSINESS SHALL BE CARRIED ON IN Palm Beach COUNTY, FLORIDA AND ALSO WITHIN AND WITHOUT THE STATE OF FLORIDA, AND IN THE UNITED STATES OF AMERICA AND FOREIGN COUNTRIES AS MAY FROM TIME TO TIME BE DEEMED DESIREABLE OR EXPEDIENT.

ARTICLE II: NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION AND THE OBJECTS AND PURPOSES THEREOF ARE AS FOLLOWS:

1. THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.
2. TO MAINTAIN OFFICES IN CONNECTION WITH SAID BUSINESS AND WHERE NECESSARY, TO BUILD OR CONSTRUCT NEW FACILITIES OR ADDITIONS TO EXISTING FACILITIES IN CONNECTION WITH ITS BUSINESS.
3. TO BUY, SELL, MANUFACTURE, REPAIR, ALTER OR EXCHANGE, LET FOR HIRE, EXPORT OR DEAL IN ALL KINDS OF ARTICLES AND THINGS WHICH MAY BE REQUIRED FOR THE PURPOSE OF ANY OF THE SAID BUSINESS, OR COMMONLY SUPPLIED OR DEALT IN BY PERSONS ENGAGED IN ANY SUCH BUSINESS, OR WHICH MAY SEEM CAPABLE OF BEING PROFITABLY DEALT WITH IN CONNECTION WITH ANY OF THE SAID BUSINESS.
4. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

Prepared By:


Marc Friedman & Associates, Inc.
4186 NW 65 Avenue
Coral Springs, Fl 33067
(305) 752-3889

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TALLAHASSEE, FLORIDA

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ARTICLE III: CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE FIVE THOUSAND (5,000) SHARES OF COMMON STOCK, EACH HAVING A PAR VALUE OF ONE DOLLAR (\$1.00).

CAPITAL STOCK MAY BE PAID IN PROPERTY, LABOR OR SERVICES AT A JUST VALUATION, TO BE FIXED BY THE INCORPORATORS OR BY THE DIRECTORS AT A MEETING CALLED FOR SUCH PURPOSE OR AT THE ORGANIZATION MEETING. PROPERTY, LABOR OR SERVICES MAY ALSO BE PURCHASED OR PAID FOR WITH THE CAPITAL STOCK AT A JUST VALUATION OF SAID PROPERTY, TO BE FIXED BY THE DIRECTORS OF THE COMPANY. STOCK IN OTHER CORPORATIONS OR GOING BUSINESSES MAY BE PURCHASED BY THE CORPORATION, IN RETURN FOR THE ISSUANCE OF ITS CAPITAL STOCK, AND SAID PURCHASES SHALL BE ON SUCH BASIS AND FOR SUCH CONSIDERATION AND THE ISSUANCE OF SO MUCH OF THE CAPITAL STOCK AS THE DIRECTORS OF THE COMPANY MAY DECIDE.

ARTICLE IV: INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V: TERM OF EXISTANCE

THE CORPORATION SHALL HAVE A PERPETUAL EXISTANCE UNLESS DISSOLVED BY ACTION OF LAW OR BY VOTE OF THE STOCKHOLDERS.

ARTICLE VI: ADDRESS

THE INITIAL POST OFFICE ADDRESS OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

315 SE Mizner Blvd Suite 203
Royal Palm Plaza
Boca Raton, Fl 33432

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ARTICLE VII: DIRECTORS

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE (1) DIRECTOR, WHO NEED NOT BE STOCKHOLDERS. THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME AS THE STOCKHOLDERS DESIRE, IN ACCORDANCE WITH THE BYLAWS HEREOF, BUT AT NO TIME SHALL THERE BE A NUMBER LESS THAN ONE (1).

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

PRESIDENT:	Elaine S. Wyner 6029 Glendale Drive Boca Raton, Fl 33433
VICE PRESIDENT:	Elaine S. Wyner 6029 Glendale Drive Boca Raton, Fl 33433
TREASURER:	Elaine S. Wyner 6029 Glendale Drive Boca Raton, Fl 33433
SECRETARY:	Elaine S. Wyner 6029 Glendale Drive Boca Raton, Fl 33433
DIRECTORS:	Elaine S. Wyner 6029 Glendale Drive Boca Raton, Fl 33433

ARTICLE IX: SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK EACH AGREE TO TAKE, AND THE VALUE OF THE CONSIDERATION PAID THEREFOR ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u># SHARES</u>	<u>AMT PAID</u>
MARC FRIEDMAN	4186 NW 65TH AVENUE CORAL SPRINGS, FL 33067	0	.00

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ARTICLE X: AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE VOTING SHARES.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

IN FURTHERANCE AND NOT IN LIMITATION OF THESE POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED:

1. TO MAKE, ALTER, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION.
2. TO FIX THE AMOUNT TO BE RESERVED AS WORKING CAPITAL AND TO AUTHORIZE AND CAUSE TO BE EXECUTED MORTGAGES, LIENS UPON THE PROPERTY, AND FRANCHISES OF THIS CORPORATION.
3. IF THE BY-LAWS SO PROVIDE, TO DESIGNATE BY RESOLUTION ONE OR MORE OF THEIR NUMBER TO CONSTITUTE AN EXECUTIVE COMMITTEE, WHICH COMMITTEE, TO THE EXTENT PROVIDED IN THE RESOLUTION OR IN THE BY-LAWS OF THE CORPORATION, SHALL HAVE AND MAY EXERCISE ANY OR ALL OF THESE POWERS OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE BUSINESS, AFFAIRS AND PROPERTY OF THE CORPORATION, DURING THE INTERVALS BETWEEN THE MEETINGS OF THE BOARD OF DIRECTORS, SO FAR AS MAY BE PERMITTED BY LAW.

ARTICLE XII: INITIAL REGISTERED OFFICE AND AGENT

THE INITIAL POST OFFICE ADDRESS OF THE REGISTERED OFFICE AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION IS:

MARC FRIEDMAN
315 Mizner Blvd Suite 203
Royal Palm Plaza
Boca Raton, Fl 33433

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.


INCORPORATOR AND
REGISTERED AGENT

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