

P97000083875



ACCOUNT NO. : 072100000032

REFERENCE : 545601 12000A

AUTHORIZATION : *Patricia Papp*

COST LIMIT : \$ 70.00

ORDER DATE : September 26, 1997

ORDER TIME : 3:02 PM

ORDER NO. : 545601-005

200002305532--8

CUSTOMER NO: 12000A

CUSTOMER: Ms. Sandra L. Adams
SHAPIRO & ADAMS, P.A.

Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: ADAMS LEARNING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 SEP 29 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED
97 SEP 29 AM 8:49
DIVISION OF CORPORATION

SN SEP 29 1997

**ARTICLES OF INCORPORATION
OF
ADAMS LEARNING, INC.**

FILED
97 SEP 29 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be Adams Learning, Inc. The mailing address is: 7652 Palm Road, West Palm Beach, FL 33406.

ARTICLE II – DURATION

The corporation shall have perpetual existence.

ARTICLE III – PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 2401 PGA Boulevard, Palm Beach Gardens, FL 33410, and the name of the initial registered agent at such address is Sandra Adams.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than one (1) nor more than five (5) members. The number of directors may be increased or decreased from time to time as authorized by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

Samuel L. Adams
7652 Palm Road
West Palm Beach, FL 33406

ARTICLE VII -- INCORPORATORS

The name and address of the person signing these Articles is:

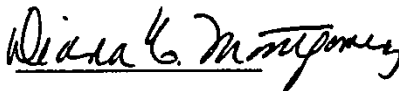
Samuel L. Adams
7652 Palm Road
West Palm Beach, FL 33406

IN WITNESS WHEREOF, I have made and subscribed these Articles this _____ day of September, 1997.

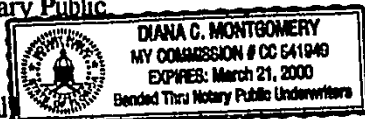

SAMUEL L. ADAMS

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of September, 1997, by Samuel L. Adams who [] is personally known to me or who [] has produced a driver's license as identification.



Notary Public



[Notary Seal]

State of Florida at Large
Commission Expires:

Printed Name: DIANA C MONTGOMERY

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.


Sandra Adams

FILED
97 SEP 29 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA