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Joe Barnett Condo G 2277 Seminole Beach Rd. Atlantic Bch., FL 32233

City/State/Zip

Phone #

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Foreign
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STATE OF FLORIDA ARTICLES OF INCORPORATION OF

FULL CIRCLE LEARNING, INC.

EFFECTIVE DATE

HASSEE, FLORIDA

The Undersigned, acting as incorporator of a corporation under the Flroida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Full Circle Learning, Inc., and the principal physical address of this corporation is 1015 Atlantic Boulevard, Suite 315, Atlantic Beach, Florida 32233. The mailing address of this corporation is: P.O. Box 16952 Jacksonville, FL 32245-6952. The phone number of this corporation is 904-247-0768.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

Page 2 of 5
State of Florida
Articles of Incorporation
of Full Circle Learning, Inc.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 1015 Atlantic Boulevard, Suite 315, Atlantic Beach, Florida 32233, and the name of the initial registered agent of this corporation at that address is Joseph Edward Barnett, Jr. (267-31-0970).

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The name and address of the initial directors of this corporation are:

NAME/SS#/TITLE

ADDRESS

Joseph Edward Barnett, Jr. 1015 Atlantic Boulevard, Suite 315, Atlantic Beach, Florida 32233 (267-31-0970) President/Vice President/Secretary/Treasurer 100% ownership

ARTICLE VII - INCORPORATOR

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

Joseph Edward Barnett, Jr. 1015 Atlantic Boulevard, Suite 315, Atlantic Beach, Florida 32233 (267-31-0970).

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State of Florida
Articles of Incorporation
of Full Circle Learning, Inc.

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

This 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.

ARTICLE X - CORPORATE EXISTENCE

The date of commencement of corporate existence shall be December 1, 1997.

Page 4 of 5 State of Florida Articles of Incorporation of Full Circle Learning, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of November, 1997

Joseph Edward Barnett, Jr.

STATE OF FLORIDA COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and produced current Florida Drivers license as identification, as well as personally known to me, Joseph Edward Barnett, Jr., who, and after being duly sworn, deposes and says that he is the person described as incorporator of these Articles of Incorporation, and that the information therein contained is true and correct.

Joseph Edward Barnett, Jr., President

Page 5 of 5 State of Florida Articles of Incorporation of Full Circle Learning, Inc. 97 NOV 17 M 9: 46
SECRETARIASSEE, FLORIDA
TALLIAMASSEE, FLORIDA

Sworn to and subscribed before me this 12th day of November, 1997

FLORIDA NOTARY PUBLIC, STATE OF FLORIDA

DEBORAH ANN CREGO
COMMISSION # CC 549842
EXPIRES MAY 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida statutes relative to keeping open said office.

Joseph Edward Barnett, Jr., President