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ATTORNEYS AND COUNSELORS AT LAW

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November 17, 1997

Via: Federal Express

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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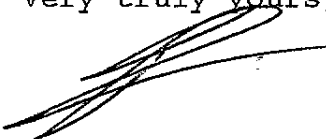
Re: Incorporation of ACADEMY LEARNING, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$122.50. Please return to the undersigned a date stamped copy of the Articles of Incorporation and a Certificate of Incorporation via Federal Express with the Airbill provided for your convenience.

Should you have any questions, please advise.

Very truly yours,



R. EDWARD COOLEY

REC:tab
Encl.

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DIVISION OF CORPORATIONS
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1450 STATE ROAD 434 WEST
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FAX #(407) 830-9049

December 2, 1997

Via: Federal Express

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of ACADEMY KIDS, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation. You had previously received my check in the amount of \$122.50 which you retained when you returned the original Articles of Incorporation non filed for Academy Learning, Inc. Please return to the undersigned a date stamped copy of the Articles of Incorporation and a Certificate of Incorporation via Federal Express with the Airbill provided for your convenience.

Should you have any questions, please advise.

Very truly yours,



R. EDWARD COOLEY

REC:tab
Encl.

**ARTICLES OF INCORPORATION OF
ACADEMY KIDS, INC.**

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation will be ACADEMY KIDS, INC. and the principal place of business of the corporation shall be 6259 Linneal Beach Drive, Apopka, FL 32703.

ARTICLE II. NATURE OF BUSINESS

The 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 that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT NAME AND ADDRESS

The street address of the initial registered agent of the corporation is 6259 Linneal Beach Drive, Apopka, FL 32703 and the name of the initial registered agent of the corporation is Doug G. Moorhead.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director initially. The name and street address of the initial officer(s)

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and director(s) who shall hold office for the first year of the corporation, or until his successor is elected or appointed, is:

Doug G. Moorhead P/S/D
6259 Linneal Beach Drive
Apopka, FL 32703

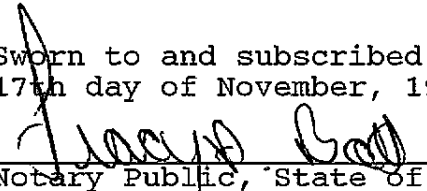
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is R. EDWARD COOLEY, 1450 SR 434 West, Suite 200, Longwood, Florida 32750.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 17th day of November, 1997.


R. EDWARD COOLEY

Sworn to and subscribed before me this
17th day of November, 1997.


Notary Public, State of Florida

My commission expires:

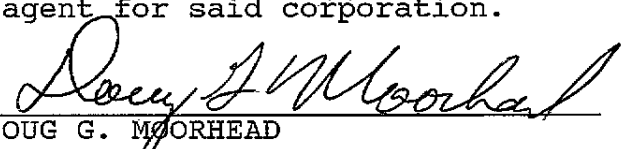
Personally known X OR Produced Identification
Type of Identification Produced



TRACY A BOTT
My Commission CC430418
Expires Dec. 28, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


DOUG G. MOORHEAD

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