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| Requestor's Name |
| Address |
| Phone # |

Please return filed
Articles to:

A ALESSANDRI & ALESSANDRI, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
5121 EHRlich ROAD, SUITE 106B
TAMPA, FLORIDA 33624

Thank you
1/27/98

Office Use Only

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☐ Walk in

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☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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EFFECTIVE DATE
2-2-98

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

BMC
2/3/97

FILED
98 JAN 30 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
POWERFUL LEARNING², INC.

FILED
98 JAN 30 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons of legal age, acting as incorporators under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

EFFECTIVE DATE

2-2-98

The name of this corporation shall be:

Powerful Learning², Inc.

(herein after "Corporation")

with its principal office located at:

5121 Ehrlich Road, Suite 106-B

Tampa, Florida 33624

ARTICLE II

Purpose

The Corporation may engage or transact in any or all lawful educational services or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

Powers of Corporation and Term of Existence

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

The Corporation shall have perpetual existence.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue is 1,000 shares of common stock (each with no par value).

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of the stock.

ARTICLE V

Bylaws and Amendment

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE VI

Subscribers, incorporators, and Directors

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

| <u>Name</u> | <u>Address</u> |
|---------------------------------|--|
| Peter Alessandri (Incorporator) | 5121 Ehrlich Road #106-B Tampa, Florida 33624 |

ARTICLE VII

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VIII

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation;

ARTICLE IX

Directors

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office

without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE X

Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XI

Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE XII

Effective Date

The date that corporate existence shall begin shall be February 2, 1998, except that if the Articles of Incorporation are not filed with the Florida Department of State within 5 business days the Corporation's business will commence upon the filing with the Florida Department of State. This election is pursuant to Florida Statute 607.167.

This effective date is requested for accounting purposes only.

ARTICLE XIII

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 5121 Ehrlich Road, Suite 106-B Tampa, Florida 33624. The name of the Registered Agent of this corporation is Peter Alessandri at the above office address.

ARTICLE XIV

Fiscal Year and Section 1244, Election of IRC Sub-Chapter S

The fiscal year for this Corporation shall end on December 31. The Company elects the provision of Section 1244 and Sub Chapter S of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this

27th day of January, 1998.



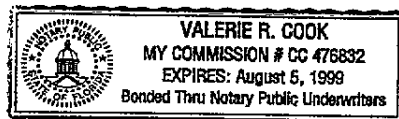
Peter Alessandri

STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, the above signed officer, duly authorized to administer oaths and take acknowledgments, personally appeared Mr. Peter Alessandri who after being duly cautioned and sworn, did depose and say that he had affixed his name to the foregoing Articles of Incorporation of Powerful Learning ², Inc. as the original incorporator to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Hillsborough County, Florida, this 27th day of January, 1998.



Valerie R. Cook

Notary Public

ACCEPTANCE BY REGISTERED AGENT

FILED
98 JAN 30 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for Powerful Learning², Inc.

Peter Alessandri