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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 697270 7144347

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : February 6, 1998

ORDER TIME : 11:19 AM

ORDER NO. : 697270-005

CUSTOMER NO: 7144347

CUSTOMER: Shelly Conway, Legal Asst
BOND SCHOENECK & KING, P.A.

300002423973--0

Building C, Suite 1101
9240 Bonita Beach Road
Bonita Springs, FL 34135

DOMESTIC FILING

NAME: MILLENNIUM EDUCATIONAL
TECHNOLOGIES, 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: Deborah Schroder

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
MILLENNIUM EDUCATIONAL TECHNOLOGIES, INC.

Article 1. Name

The name of the Corporation is

Millennium Educational Technologies, Inc.

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Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 421 Rosemeade Lane, Naples, Florida 34105. The mailing address of the Corporation is 421 Rosemeade Lane, Naples, Florida 34105.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is 421 Rosemeade Lane, Naples, Florida, 34105.

The name of the initial registered agent at that address is Vince J. Lasprogata.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, all of which shall have a par value of \$1.00. Such shares of stock are as follows:

Class A - 10,000 common, voting stock, \$1.00 par value

Article 7. Initial Board of Directors

The initial board of directors shall consist of three (3) members. The names and addresses of the initial directors of the Corporation are:

Vince J. Lasprogata	421 Rosemeade Lane Naples, Florida 34105
Timothy M. Ryan	1246 Hilltop Drive Naples, Florida 34103
Robert Brown	572 7th Street North Naples, Florida 34102

Article 8. Incorporator

The name and address of the sole Incorporator is:

Vince J. Lasprogata	421 Rosemeade Lane Naples, Florida 34105
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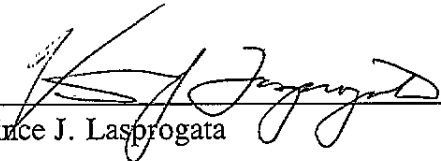
Article 9. Commencement of Existence

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

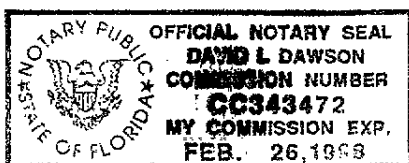
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 3rd day of February, 1998.



Vince J. Lasprogata

STATE OF FLORIDA :
:
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 3rd day of February, 1998, by Vince J. Lasprogata, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.




David L. Dawson
Notary Public
Printed Name: David L. Dawson
My Commission Expires: 2/26/98
My Commission Number: CC343472

Notary Seal: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Millennium Educational Technologies, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 3rd day of February, 1998.



Vince J. Lasprogata
Registered Agent

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