



THE UNITED STATES
CORPORATION
COMPANY

P980000016084

ACCOUNT NO. : 072100000032

REFERENCE : 710397 4802170

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : February 18, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 710397-005

900002434059--9

CUSTOMER NO: 4802170

CUSTOMER: Ms. Deborah Ulin
STITES & HARBISON

1800 Capital Holding Center
400 W. Market Street
Louisville, KY 40202

DOMESTIC FILING

NAME: MINDSHARP LEARNING CENTERS,
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: Janna Wilson

EXAMINER'S INITIALS:

FILED
98 FEB 18 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-18-98

RECEIVED
98 FEB 18 PM 12:33
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
MINDSHARP LEARNING CENTERS, INC.**

FILED

98 FEB 18 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MindSharp Learning Centers, Inc.

SECOND: The street address and the mailing address of the principal office of the corporation is One Independent Drive, Jacksonville, Florida 32202.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 per share and shall be designated Common Stock.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia L. Coffee	400 West Market Street Suite 1800 Louisville, Kentucky 40202

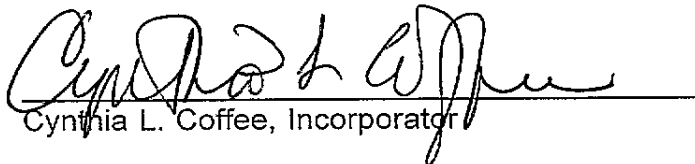
SIXTH: The purposes for which the corporation is organized shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the laws of the United States and of the State of Florida.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The initial number of directors of this corporation shall be two (2). The names and street addresses of the initial members of the Board of Directors, to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

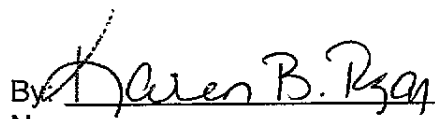
<u>NAME</u>	<u>STREET ADDRESS</u>
Derek E. Dewan	One Independent Drive Jacksonville, Florida 32202
Michael D. Abney	One Independent Drive Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of February, 1998.


Cynthia L. Coffee, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: _____
Title: Karen B. Rozar, As Its Agent
Date: 2-18-98