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LAW OFFICE  
RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD  
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March 26, 1998

Secretary of State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-04/06/98-01074--009  
\*\*\*122.50 \*\*\*122.50

Attention: Charter Section

Re: Articles of Incorporation of HEADLIGHT, INC.

Gentlemen/Ladies:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation.

Also enclosed is our firm's check in the amount of \$122.50 to cover the cost of the filing fee, Registered Agent Designation, and certified copy of the Articles for said corporation.

Kindly forward the certified copy back to this at your earliest opportunity.

Thanking you in advance for your attention to this matter, I am

Yours very truly,

RICHARD GOLDSTONE, P.A.

By: Cathy Gherin  
Cathy Gherin, Paralegal

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RG/cp  
Enclosures: as stated

4-8-98  
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**ARTICLES OF INCORPORATION**

**OF**

**HEADLIGHT, INC.**

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**HEADLIGHT, INC.**

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE II**

**NATURE OF BUSINESS**

The business of the corporation shall be: The preparation and marketing of programs for tutoring and teaching via computer or on-line services.

In addition, the corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of One Thousand (1,000) Shares of Common Stock having a par value of One Dollar (\$1.00).

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The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. Shareholders shall have no preemptive rights. Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful forms of agreement.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND OFFICE**

The corporation's initial Registered Agent and Registered Office are:

**Richard Goldstone, Esq.  
RICHARD GOLDSTONE, P.A.  
2301 West Sample Road  
Building 3, Suite 3-A  
Pompano Beach, FL 33073**

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**Acknowledgment and Consent of Registered Agent:**

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in that capacity and agree to comply with all the requirements of law pertaining thereto.

By: Richard Goldstone  
**Richard Goldstone, Esq.  
Registered Agent**

**ARTICLE V**

**INITIAL BOARD OF DIRECTORS**

The name and address of the initial member of the first Board of Directors is:

**Jay Goldberg  
589 East Sample Road  
Pompano Beach, FL 33064**

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) or more than three (3) directors. The number of directors may be increased or diminished from time to time in accordance with the By-Laws, which shall specifically provide for increases or decreases in the number of directors without the necessity of amending these Articles of Incorporation.

**ARTICLE VI**

**BY-LAWS**

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION OF OFFICERS,  
DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

