

P98000043352

CARLTON FIELDS

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Tallahassee, FL 32302 224-1585

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98 MAY 13 PM 3:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. THE LEARNING VIRTUAL CORPORATION  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 5/14/98 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

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

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P. Hall MAY 13 1998

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TALLAHASSEE FLORIDA  
DIVISION OF CORPORATE  
DEPARTMENT OF STATE

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Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**THE LEARNING VIRTUAL CORPORATION**

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I**  
**Name**

The name of the corporation is The Learning Virtual Corporation.

**ARTICLE II**  
**Mailing Address**

The mailing address is 224 East Garden Street, Suite 213, Pensacola, Florida 32501.

**ARTICLE III**  
**Stock**

The corporation shall have authority to issue 10,000 shares of common stock.

**ARTICLE IV**  
**Initial Registered Agent and Office**

The street address of its initial registered office is 224 East Garden Street, Suite 213, Pensacola, Florida 32501, and the name of its initial registered agent at that address is Lamar Heller.

**ARTICLE V**  
**Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Lamar Heller	224 East Garden Street, Suite 213 Pensacola, Florida 32501

**ARTICLE VI**  
**Initial Director**

The corporation shall have the number of directors as set forth in the bylaws, but initially shall have one director, whose name and address is:

<u>Name</u>	<u>Address</u>
Lamar Heller	224 East Garden Street, Suite 213 Pensacola, Florida 32501

**ARTICLE VII**  
**Preemptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares of the same class as the shares then held by the shareholder, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares (of the same class) that he or she holds at the time of issue bears to the total number of shares (of the same class) outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted 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 or her to exercise his or her preemptive 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 VIII**  
**Bylaws**

The shareholders of this corporation may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act, as amended from time to time. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater. Except as provided explicitly herein, the power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the board of directors.

Dated this 10<sup>th</sup> day of April, 1998.

H. Lamar Heller  
Lamar Heller, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 10<sup>th</sup> day of May, 1998.

Registered Agent

H. Lamar Heller  
Lamar Heller  
224 East Garden Street, Suite 213  
Pensacola, Florida 32501

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