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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 861195 81311A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 18, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 861195-005

CUSTOMER NO: 81311A

CUSTOMER: Janet Strickland, Esq  
LANDIS GRAHAM FRENCH HUSFELD  
SHERMAN & FORD  
145 E. Rich Avenue

Deland, FL 32724

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DOMESTIC FILING

NAME: CROSSWICKS LEARNING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 18 AM 9:20

RECEIVED  
98 JUN 18 PM 2:55  
DIVISION OF CORPORATIONS  
98/6/18

**ARTICLES OF INCORPORATION  
OF  
CROSSWICKS LEARNING, INC.**

FILED  
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DIVISION OF CORPORATIONS  
98 JUN 18 AM 9:20

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act as amended and adopts the following Articles of Incorporation:

**Article I.  
Corporate Name**

The name of this corporation is Crosswicks Learning, Inc.

**Article II.  
Duration**

The corporation shall exist perpetually.

**Article III.  
Purpose**

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.  
Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article V.  
Registered Agent and Office**

The name of the initial registered agent of the corporation is Carol Carrell. The street address of the initial registered office of the corporation is 299 West Virginia Avenue, DeLand, FL 32720.

**Article VI.  
Principal Office**

The principal place of business and mailing address of the corporation is 299 West Virginia Avenue, DeLand, FL 32720.

**Article VII.  
Initial Board of Directors**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The name and address of the initial and sole director on the board of directors, who shall hold office until the first annual meeting of shareholders of the corporation or until her successor is duly elected and qualified is as follows:

Carol Carrell  
299 West Virginia Avenue  
DeLand, FL 32720

**Article VIII.  
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

Carol Carrell  
299 West Virginia Avenue  
DeLand, FL 32720

**Article IX.  
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article X.  
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:


"The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter."

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XI.  
Amendments**

The board of directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of June, 1998.

  
Carol Carrell, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carol Carrell, known by me to be the person who executed the

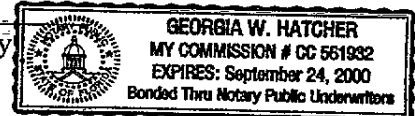
foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State set forth above this 18<sup>th</sup> day of June, 1998.

[SEAL]

Georgia W. Hatcher  
Notary Public, State of Florida

Typed or Printed Name of Notary  
Commission No.  
My Commission Expires:  
Personally Known ☒ or  
Produced Identification  
Type of Identification \_\_\_\_\_



**Acceptance by Registered Agent**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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.

Carol Carrell  
Carol Carrell

June 15, 1998  
Date

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