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July 8, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002584001--7
-07/09/98--01025--013
****122.50 ****122.50

RE: UNCAS Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find two (2) fully executed Articles of Incorporation for the above referenced corporation. Also enclosed is our firm's check in the sum of $122.50 as payment of the various fees calculated as follows:

Filing fee	$ 35.00
Certified copy of Articles	52.50
Registered Agent Fee	35.00
	$122.50

Providing everything is in order, please certify and return one set of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

Patricia E Paulson

Patricia E. Paulson
Legal Assistant
Enc.

APPROVED AND FILED
98 JUL -9 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

98 JUL -9 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

UNCAS ENTERPRISES, INC.

EFFECTIVE DATE 9-1-98

The undersigned, all of lawful age, hereby associate ourselves together for the purposes of becoming a corporation under the laws of Florida.

I.

The name of the corporation shall be UNCAS ENTERPRISES, INC..

II.

The purpose of this corporation shall be:

1. The development, sale, marketing and promotion of educational software.

2. To purchase, to receive by way of gift, subscribe for, invest in, and in all ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment, or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, chooses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of a person, firm or corporation, foreign or domestic, or of any

government or subdivision or agency thereof, documents of title, and accompanying rights and every other kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, characters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants, and employees and to enter into agreements of employment and collective bargaining agreements and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered do, and enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation and to have and exercise all powers conferred by the laws of this State of

Florida for corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations and in any part of the world.

7. To engage in any activity or business permitted under the laws of the United States or the State of Florida.

III.

The maximum number of shares of stock shall be **One Thousand (1,000)** shares of a par value of **$1.00** per share.

IV.

The amount of capital with which the corporation shall begin business shall be **One Thousand Dollars and No/100 ($1000.00)**.

V.

The corporation shall have perpetual existence unless sooner discontinued by law.

VI.

The initial street address in the State of Florida of the principal office of the corporation shall be 3363 Laurel Grove South, Jacksonville, FL 32223.

VII.

The number of directors of this corporation shall be **Three (3)** unless and until the number shall be changed by the stockholders at any meeting lawfully held, or by the directors when so authorized by the by-laws.

VIII.

The name and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Charles E. Tudor, President, 3363 Laurel Grove So., Jacksonville, FL 32223

Melanie C. Williams, Vice President, 31 Fairway Rd., Jacksonville Beach, FL 32250

Nancy B. Tudor, Secretary/Treasurer, 3363 Laurel Grove So., Jacksonville, FL 32223

IX.

The name and street address of each person signing the Articles of Incorporation as a subscriber is as follows:

Charles E. Tudor, President, 3363 Laurel Grove So., Jacksonville, FL 32223

X.

The name and address of the Registered Agent of the corporation is as follows:

Charles E. Tudor, President, 3363 Laurel Grove So., Jacksonville, FL 32223

XI.

This corporation shall begin business on July 1, 1998.

WITNESS the hand and seal of the Incorporator this 7 day of July, 1998.

Charles E. Tudor

CHARLES E. TUDOR

STATE OF FLORIDA
COUNTY OF ~~MARION~~ DUVAL

BEFORE ME, a Notary Public in and for the State of Florida, this day appeared Charles E. Tudor, ___ personally known to me or ✓ who produced a Florida Drivers License as identification and who is the person described in and who acknowledged before me that he executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal at Duval County, Florida, this 7 day of July, 1998.

Leslie Faye Bell
Notary Public

My commission expires:

LESLIE FAYE BELL
MY COMMISSION EXPIRES
JULY 15, [illegible]
#CC [illegible]
Bonded thru Troy Fain Insurance
NOTARY PUBLIC, STATE OF FLORIDA

APPROVED AND FILED

98 JUL -9 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, That UNCAS ENTERPRISES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Duval County, State of Florida, has named Charles E. Tudor, located at 3363 Laurel Grove So., Jacksonville, FL 32223, as its agent to accept service of process within Florida.

Charles E. Tudor, President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all the statutes relative to the proper and complete performance of my duties.

Charles E. Tudor, Registered Agent

Dated this 2 day of July, 1998.