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LEVINE KATARI, P.A.

370 W. CAMINO GARDENS BOULEVARD
SUITE 210
BOCA RATON, FLORIDA 33432
TELEPHONE (561) 417-3325
TELECOPIER (561) 417-3327

Kimberly Levine Katari
Admitted in Florida, Pennsylvania, and New Jersey

August 5, 1998

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

RE: Tutor Time of the Northeast, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. A check in the amount of \$122.50 is also enclosed, representing the following fees:

Filing fee	\$35.00
Certified copy	52.00
Registered Agent fee	35.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



Kimberly L. Katari

encl.

APPROVED
AND
FILED
98 AUG 12 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 14 1998

ARTICLES OF INCORPORATION

OF

TUTOR TIME OF THE NORTHEAST, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation under and pursuant to the provisions and by virtue of the laws of the State of Florida and for that purpose, do hereby make, subscribe, acknowledge, certify, and set forth as follows:

ARTICLE I - NAME

The name of the corporation shall be:

TUTOR TIME OF THE NORTHEAST, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

751 Park of Commerce Drive
Suite 108
Boca Raton, FL 33487

ARTICLE III - INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent and registered office of the corporation shall be as follows: Kimberly L. Katari, Esquire, Levine Katari, P.A., 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432, but the corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, and the corporation may keep such books, papers, and records of the corporation as are not required by law to be kept within the State of Florida and as the directors may find convenient, in such offices, agencies, and places of business.

ARTICLE IV - NATURE OF BUSINESS

This corporation may engage in or transact any and lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V - INCORPORATOR(S)

The name and mailing address of the incorporator is as follows:

Michael Weissman
751 Park of Commerce Drive
Suite 108
Boca Raton, FL 33487

ARTICLE VI - CAPITAL STOCK

The amount of the authorized capital stock of the corporation is one thousand (1,000) shares of common stock with par value of \$0.01.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - DIRECTORS

The members of the governing board shall be known as directors and the number thereof shall be at least one (1), with the exact number and terms of office to be fixed by the bylaws of the corporation; provided, that at least one-fourth (1/4) of the members of the Board of Directors shall be chosen annually by the shareholders of the corporation.

The name and address of the first Board, consisting of 3 directors, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Weissman	751 Park of Commerce Drive, Suite 108 Boca Raton, FL 33487
Thad Pryor	751 Park of Commerce Drive, Suite 108 Boca Raton, FL 33487
Lisa Farache	751 Park of Commerce Drive, Suite 108 Boca Raton, FL 33487

ARTICLE IX - OFFICERS

The officers of this corporation are:

Michael Weissman
Thad Pryor
Lisa Farache

Chairman of the Board
President
Vice President; Secretary

ARTICLE X - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

A director or officer of the corporation shall not be liable to the corporation or its shareholders for damages for breach of fiduciary duty as a director or officer except for liability that, by express provision of the Florida Statutes, cannot be eliminated.

ARTICLE XI - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

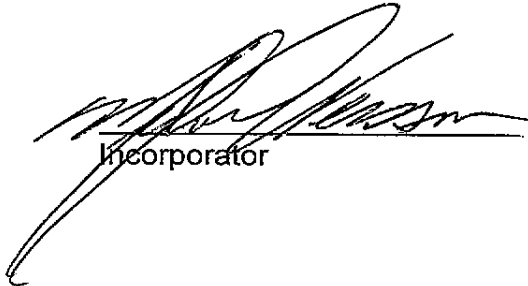


ARTICLE XII - AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator hereinbefore named for the purpose of forming a corporation to do business both within and outside the State of Florida and in pursuance of the Corporation Laws of the State of Florida does make and file this certificate, hereby declaring and certifying that the facts herein stated are true this 8th day of August, 1998.

8/6/98
Date


Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Tutor Time of the Northeast, Inc.
2. The name and address of the registered agent and office is:

Kimberly L. Katari, Esquire
Levine Katari, P.A.
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the purpose of accepting service of process for the above stated corporation at the place designated in this certificate, 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 s registered agent.

8/5/98
Date



Kimberly L. Katari
Registered Agent

APPROVED
AND
FILED
98 AUG 12 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA