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LAW OFFICES OF
KURT J. BOMAR P.A.
2014 FOURTH STREET
SARASOTA, FLORIDA 34237

KURT J. BOMAR
FLORIDA BAR ASSOCIATION
ACADEMY OF FLORIDA TRIAL LAWYERS

TELEPHONE
(941) 953-7822
FAX
(941) 365-8900

August 14, 1998

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Florida Department
of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: AAA Schoolastics, Inc.

Gentlemen:

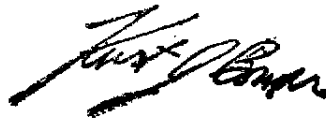
Enclosed please find the original and one copy of the ARTICLES OF INCORPORATION, and CERTIFICATE DESIGNATING REGISTERED AGENT with regard to the above corporation.

Also enclosed please find a check for \$122.50. Please file these documents and send the document number to the address below:

Timothy W. Frega
4253 Vaughan Lane
Sarasota, Fl 34241

Thank you for your attention in this matter.

Very truly yours,



Kurt J. Bomar

KJB/vbg
Enclosure

TO AVOID DELAY
THIS LETTER SIGNED IN
MR. BOMAR'S ABSENCE

APPROVED
AND
FILED
98 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 26 1998

ARTICLES OF INCORPORATION
OF
AAA SCHOOLASTICS, INC.

98 AUG 24 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE I - NAME

The name of this corporation is AAA SCHOOLASTICS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4253 Vaughan Lane, Sarasota, Florida 34241, and the name of the initial registered agent of this corporation is TIMOTHY FREGA.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is: TIMOTHY W. FREGA, 4253 Vaughan Lane, Sarasota, Fl 34241; BILL WALTON, 6 Fairview Court, Auburn, ME, 04210; and ROD WALTON, 6 Fairview Court, Auburn, ME, 04210.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: TIMOTHY FREGA, 4253 Vaughan Lane, Sarasota, 34241.

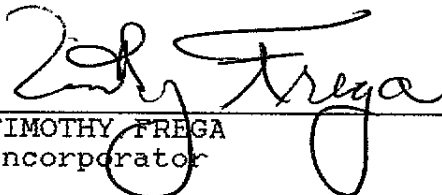
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20 day of August, 1998.


TIMOTHY FREGA
Incorporator

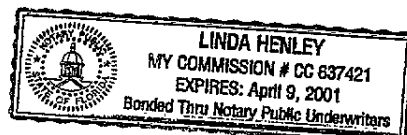
STATE OF FLORIDA
COUNTY OF ~~SARASOTA~~ DeSoto

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, TIMOTHY W. FREGA, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 20 day of August, 1998.


Notary Public

My Commission Expires:

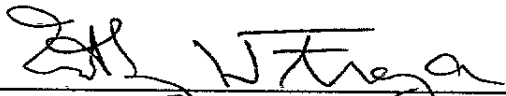


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that AAA SCHOOLASTICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4253 Vaughan Lane, Sarasota, Florida 34241, has named TIMOTHY W. FREGA, 4253 Vaughan Lane, Sarasota, Florida 34241, as its agent to accept service of process within Florida.

Dated: 8/20/98


TIMOTHY W. FREGA
President

Having been named to accept service of process for the above named 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 statutes relative to the proper performance of my duties.


TIMOTHY W. FREGA
Registered Agent

APPROVED
AND
FILED

98 AUG 24 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA