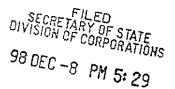


THE UNITED STATES CORPORATION ACCOUNT NO. : 072100000032 REFERENCE: 056608 10127A AUTHORIZATION : COST LIMIT : \$ PPD ORDER DATE: December 8, 1998 ORDER TIME: 1:21 PM ORDER NO. : 056608-005 900002705179--5 -12/08/98--01052--015 ******70.00 ******70.00 CUSTOMER NO: 10127A CUSTOMER: Charles Franken, Esq CHARLES D. FRANKEN, ESQ CHARLES D. FRANKEN, ESQ Suite 360 8181 West Broward Boulevard Plantation, FL 33324 DOMESTIC FILING NAME: ENGLISH ONLINE, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: __CERTIFIED COPY ___ PLAIN STAMPED COPY ___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION OF ENGLISH ONLINE, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

ENGLISH ONLINE, INC.

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

4077 N.E. 5th Terrace Fort Lauderdale, FL 33334

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Ten Million (10,000,000) Shares of one class only, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is 8181 W. Broward Boulevard, Suite 360, Plantation, Florida 33324, and the name of the initial registered agent at such address for the corporation shall be CHARLES D. FRANKEN.

FIFTH: The number of initial Board of Directors shall be two (2) who shall be:

STEVEN J. DONAHUE NASI N. LESKU SIXTH: The name and address of each incorporator is as follows:

NAME

ADDRESS

CHARLES D. FRANKEN

8181 W. Broward Boulevard Suite 360 Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of DECEMBER, 1998.

CHARLES D. FRANKEN

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ENGLISH ONLINE, INC. qualified to do business under the laws of the State of Florida with its principal office at 4077 N.E. 5th Terrace, Fort Lauderdale, FL 33334, County of Broward, State of Florida, hereby designates CHARLES D. FRANKEN, whose address is 8181 W. Broward Boulevard, Suite 360, Plantation, FL 33324 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

y:_____

CHARLES D. FRANKEN (Registered Agent)