ACCOUNT NO. : 072100000032

REFERENCE: 073479 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: December 21, 1998

ORDER TIME : 11:46 AM

ORDER NO. : 073479-005

CUSTOMER NO:

CORPORATION

1299A

200002717432--3 -12/21/98--01048--019 ******78.75 ******78.75

CUSTOMER: Harry B. Stackhouse, Esq

CLARK PARTINGTON HART LARRY CLARK PARTINGTON HART LARRY

Suite 800

125 West Romana Street Pensacola, FL 32501

DOMESTIC FILING

NAME:

ACADEMIC AND ARTISTIC

ENRICHMENTS, INC.

EFFECTIVE DATE:

FARTICLES 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: Karen B. Rozar

EXAMINER'S INITIALS:

DI DI 99

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

98 DEC 21 ANIO: 13

OF

ACADEMIC AND ARTISTIC ENRICHMENTS, INC.

The undersigned incorporator, SHARON ASHMORE, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is ACADEMIC AND ARTISTIC ENRICHMENTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 4321 D'Evereux Terrace, Pensacola, Florida 32504.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 4321 D'Evereux Terrace, Pensacola, Florida 32504, and the name of the initial registered agent of this corporation at that address is Sharon Ashmore.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Sharon Ashmore 4321 D'Evereux Terrace Pensacola, FL 32504

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

Sharon Ashmore 4321 D'Evereux Terrace Pensacola, FL 32504

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be January 1, 1999.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

INCORPORATOR:

Sharon Ushmore SHARON ASHMORE

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of ACADEMIC AND ARTISTIC ENRICHMENTS, INC. Further, I am familiar with and accept the duties and obligations of such designation.

SHARON ASHMORE

SECRETARY OF STATE DIVISION OF CORPORATIONS

98 DEC 21 AM IO: 13