

P99000004429

Sam Lester

Requestor's Name

Igler & Dougherty, P.A.

Address

1501 E. Park Ave.

Tallahassee, FL 32301

City/State/Zip

Phone #

878-2411

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ContinuingEducation.com, Inc.
(Corporation Name) (Document #)
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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 JAN 14 AM 9:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JAN 14 PM 4:13

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH JAN 15 1999

ARTICLES OF INCORPORATION

OF

ContinuingEducation.com, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is **ContinuingEducation.com, Inc.** ("Corporation"). The principal place of business of the Corporation shall be P.O. Box 15492, Tallahassee, Florida 32317. The name of the registered agent is Igler & Dougherty, P.A., 1501 Park Avenue East, Tallahassee, Florida 32301.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact any and all activities and businesses permitted under the laws of the United States and of the State of Florida or any other state, county, territory or nation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time is 100,000 shares of Common Stock, par value \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each shares on all matters on which shareholders have the right to vote.

ARTICLE IV. TERM OF EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE V. NUMBER OF DIRECTORS

The initial directors shall be named by the Incorporator at the Corporation's organizational meeting. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one nor more than six.

ARTICLE VI. TELEPHONE CONFERENCE

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is Sam Lester, Igler & Dougherty, P.A, 1501 Park Avenue, Tallahassee, Florida 32301.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders and approved either at the stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or by written consent of all stockholders.

ARTICLE IX. BYLAWS

The initial Bylaws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified or repealed as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of January, 1999.

Signature of Incorporator:

A handwritten signature in cursive script that reads "Sam Lester". The signature is written in dark ink and is positioned above a horizontal line.

Sam Lester, Incorporator

**CERTIFICATE DESIGNATING
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:

ContinuingEducation.com, Inc.

2. The name and address of the registered agent and office is:

Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, Florida 32301

Having been named as registered agent and to accept 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 the accept the obligations of my position as registered agent.

IGLER & DOUGHERTY, P.A.

By: Sam Lester
Sam Lester

Date January 14, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIST OF INITIAL DIRECTORS AND OFFICERS

ContinuingEducation.com, Inc.

P.O. Box 15492

Tallahassee, Florida 32317

Directors:

Steve Shafer, Director

Jennifer Shafer, Director

Officers:

Steve Shafer, President

Jennifer Shafer, Vice President and Corporate Secretary

Resident Agent:

Igler & Dougherty, P.A.
1501 Park Avenue East
Tallahassee, FL 32301

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