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ACCOUNT NO. : 072100000032

REFERENCE : 118547 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 1, 1999

ORDER TIME : 10:31 AM

ORDER NO. : 118547-005

CUSTOMER NO: 1299A

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-02/01/99--01071--010

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Scott M. Covell, Esq  
CLARK PARTINGTON HART LARRY  
CLARK PARTINGTON HART LARRY  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

DOMESTIC FILING

NAME: MHE OF NORTHWEST FLORIDA, INC.

EFFECTIVE DATE: 01-29-99

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB - 1 PM 2: 11

RECEIVED  
99 FEB - 1 AM 11:30  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

01/29/99

ARTICLES OF INCORPORATION

OF

MHE OF NORTHWEST FLORIDA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned incorporator, MARK MAI, 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:

MHE of Northwest Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 58 Sunfish Street, Destin, Florida 32541.

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 - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 58 Sunfish Street, Destin, Florida 32541, and the name of the initial registered agent of this corporation at that address is Mark Mai.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 names and addresses of the initial directors of this corporation are:

Michael R. Effinger  
7018 Wooded Meadow Road  
Louisville, Kentucky 40241

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of MHE OF NORTHWEST FLORIDA, INC. Further, I am familiar with and accept the duties and obligations of such designation.

*Mark Mai*

MARK MAI

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