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ACCOUNT NO. : 072100000032

REFERENCE : 180731 12086A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 180731-005

CUSTOMER NO: 12086A

CUSTOMER: Ms. Brenda Guilinger
CONLEY & CLEARY
CONLEY & CLEARY
2401 Manatee Avenue West

Bradenton, FL 34205

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*****78.75 *****78.75

DOMESTIC FILING

NAME: COMPUCHILD OF WEST FLORIDA,
INC.

EFFECTIVE DATE:

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: Tamara Odom

EXAMINER'S INITIALS:

99 MAR 24 PM 3:23
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JF 3/24/99

DIVISION OF CORPORATION

99 MAR 24 AM 11:20

RECEIVED

Articles of Incorporation

of

CompuChild of West Florida, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 3: 23

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned has placed her signature and seal upon this document for the purposes of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: CompuChild of West Florida, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a. To teach basic computer skills to preschool and elementary school aged children, introducing them to computer hardware, software and operating systems;
- b. To develop, market and provide affordable education programs to preschools, day care centers and elementary schools;
- c. To purchase, market, sell and lease computer hardware, software and peripherals;
- d. To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to those purposes, and to take up any business, similar or incidental to the business in which this corporation is engaged, as to going concern or otherwise: (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part hereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or in part of the goodwill, business rights

and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

- e. To purchase, take, acquire, lease, hold, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;
- f. To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporations, associations, firms and individuals;
- g. To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;
- h. To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but no thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;
- i. To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the charter of the corporation; to have one or more offices; to carry on all or any of its operations and business and without restriction or limit as to amount; to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description; and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and
- j. To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause but

shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and mailing address of the corporation is: 4907 79th Avenue Plaza East, Sarasota, Florida 34243; and name and address of the initial registered office and agent of this corporation is: LORI M. DORMAN, 2401 Manatee Avenue W, Bradenton, Florida 34205.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). This corporation is authorized to have three (3) directors at any one time. The name and address of the initial directors of this corporation are:

Tedd C. Stevens
4907 79th Ave. Plaza E
Sarasota, FL 34243

Sheila M. Hodges
901 64th Street W
Bradenton, FL 32409

Deanna K. Stevens
4907 79th Ave. Plaza E
Sarasota, FL 34243

The officers of this corporation shall be a president, who shall be a director of the corporation, a vice president, secretary-treasurer and such other officers and agents as may be necessary. All officers and agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the board of directors.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Sheila M. Hodges
901 64th Street W
Bradenton, Florida 34209

ARTICLE VIII - 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.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of March, 1999.

Sheila M. Hodges
SHEILA M. HODGES

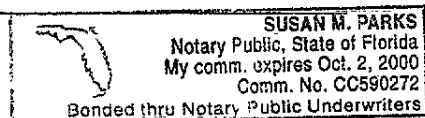
STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by SHEILA M. HODGES who is personally known to me or who has produced her Florida drivers license as identification and who did/did not take an oath.

Susan M. Parks
Notary Public

Name: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
AND NAMING AGENT FOR SERVICE OF PROCESS
WITHIN THIS STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 3:23

In accord with the Laws of the State of Florida and Section 48.091, Fla. Stat. Ann., the following is submitted:

COMPUCHILD OF WEST FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation located in the City of Bradenton, County of Manatee, State of Florida, has named LORI M. DORMAN, 2401 Manatee Avenue W, Bradenton, County of Manatee, Florida 34205, as its agent to accept service of process within said State.

ACKNOWLEDGMENT
(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.



LORI M. DORMAN