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AREA CODE 813

April 8, 1999

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-04/12/99--01085--014

*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301-6327

In Re: Incorporation of Learn to U.S.A., Inc.

Gentlemen:

Enclosed is the original of the Articles of Incorporation. Our check for \$70.00 for filing is enclosed.

Very truly yours,



STEPHEN D. CARLE

SDC:jsc

Enclosures

DMC
4/14/99

FILED
99 APR 12 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 APR 12 AM 8:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Learn to U.S.A., Inc.

The undersigned, being qualified to act as incorporators under the Florida General Corporation Act, adopt the following Articles of Incorporation for the purpose of organizing a Corporation under the Act:

1. The name of the Corporation is:

Learn to U.S.A., Inc.

2. The duration of the Corporation is perpetual.

3. The street address of the registered office and the principal office of the Corporation in the State of Florida shall be 36715 Tara Avenue, Zephyrhills, Florida 33541, and the name of the Registered Agent at such address is CLIFFORD W. DORR, JR.

4. The Corporation is to be for profit.

5. The purposes for which the Corporation is organized

are:

To provide "how to" information to the computer industry for use by the general public;

To do any or all of the things herein set forth, and all things usual, necessary or proper in furtherance of or incidental to said business, to the same extent as natural persons might or could do in any part of the world, at wholesale or retail, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others;

To carry on any other business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida, provided, however, that the Corporation is not being formed for any purpose which requires compliance with statutory provisions not a part of the Act which govern the formation of corporations and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida by any office or commission other than the Office of the Secretary of State;

To be vested with all the rights and powers now or hereafter conferred upon such corporations by the laws of the State of Florida;

But if this Corporation shall undertake to do any of the things hereinbefore set forth in any state other than Florida, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions, and each of them, this Corporation shall be deemed to have such powers only insofar as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

6. The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all without par value. Such shares shall be of one class and shall be designated common shares.

7. The holders of shares of the Corporation of any class, in the event of the proposed issuance by the Corporation of shares of stock of the same class, at any time after completion of its original issuance of shares, or in the event of the grant by the Corporation of any options or rights to purchase shares of the

same class, or in the event of the proposed issuance by the Corporation of any securities convertible into or carrying an option to purchase shares of the same class, shall have the right to acquire such securities, as nearly as practicable, in proportion to their holding of shares of such class. Issuances giving rise to such preemptive rights shall include any issuance of authorized but unissued shares, as well as the issuance of any treasury shares held by the Corporation. The price offered to each holder by reason of his preemptive rights shall be no less favorable than the price at which the shares are to be offered to others. Shares which have been offered to shareholders to satisfy their preemptive rights, but which are not purchased by them within thirty (30) days after receipt of a notice from the Corporation stating the price, terms and conditions upon which the shareholders may exercise their preemptive rights, may be thereafter issued or sold to any other person or persons at a price not less than the price at which they were offered to the shareholders.

8. The initial Board of Directors shall contain three Directors whose names and addresses follow:

CLIFFORD W. DORR, JR.	36715 Tara Avenue Zephyrhills, FL 33541
ALAN BRASLOW	6 Banner Road Cherry Hill, NJ 08003
WILLIAM B. MILLER	1316 Second Street, SW Roanoke, VA 24016

9. The names and addresses of the incorporators are:

CLIFFORD W. DORR, JR. 36715 Tara Avenue
Zephyrhills, FL 33541

ALAN BRASLOW 6 Banner Road
Cherry Hill, NJ 08003


WILLIAM B. MILLER 1316 Second Street, SW
Roanoke, VA 24016

This Corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Florida General Corporation Act.

EXECUTED This 17th day of February, 1999.



CLIFFORD W. DORR, JR.



ALAN BRASLOW



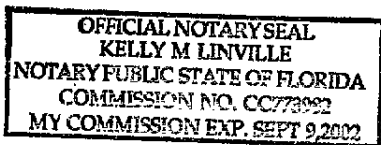
WILLIAM B. MILLER

INCORPORATORS

STATE OF Florida)
COUNTY OF Pasco)

The foregoing instrument was acknowledged before me this 17th day of February, 1999, by CLIFFORD W. DORR, JR.,
[] who is personally known to me, OR

[✓] who has produced Florida Drivers License as identification.



Kelly M. Linville
Signature of Notary Public

Kelly M. Linville
Typed/Printed Name of Notary Public
NOTARY PUBLIC

Serial Number (if any)

My commission expires: _____

STATE OF NEW JERSEY)

COUNTY OF Burlington)

The foregoing instrument was acknowledged before me this
12 day of February, 1999, by ALAN BRASLOW,

[] who is personally known to me, OR

[X] who has produced N.J. Driver License as identification.

GEORGE E. DORSEY
Notary Public State of New Jersey
My Commission Expires Mar. 18, 2003

George E. Dorsey
Signature of Notary Public

George E. Dorsey
Typed/Printed Name of Notary Public
NOTARY PUBLIC

Serial Number (if any)

My commission expires: 03/18/03

STATE OF VIRGINIA)

COUNTY OF Roanoke)

The foregoing instrument was acknowledged before me this
6th day of FEB, 1999, by WILLIAM B. MILLER,

[☒] who is personally known to me, OR

[] who has produced _____ as identification.

Nancy G. Behrens
Signature of Notary Public

NANCY G. BEHRENS
Typed/Printed Name of Notary Public
NOTARY PUBLIC

Serial Number (if any)

My commission expires: 2/29/00

Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as Registered Agent of Learn to U.S.A., Inc., and acknowledges that the undersigned is familiar with and accepts the obligations provided for registered agents under the Florida Statutes, this 17th day of February, 1999.

Clifford W. Dorr, Jr.
CLIFFORD W. DORR, JR.