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May 17, 1999

Florida Department of State  
Corporate Records Division  
P. O. Box 6327  
Tallahassee, Florida 32314

300002881263--1  
-05/20/99--01072--005  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation of:  
THE HANDS-ON LEARNING INSTITUTE, INC.

Greetings:

Enclosed is the original and one copy of Articles of Incorporation of the above named proposed corporation.

Please approve these Articles of Incorporation, file the original, certify the copy, and return the same to the undersigned.

Enclosed is a check for \$122.50 for the filing fee, designation of Registered Agent fee, and one certified copy.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

DWF/wh  
Enclosures  
Check: \$122.50

**ARTICLES OF INCORPORATION  
OF  
THE HANDS-ON LEARNING INSTITUTE, INC.**

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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**ARTICLE II - NAME**

The name of the corporation shall be:

**THE HANDS-ON LEARNING INSTITUTE, INC.**

**ARTICLE III - DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

This corporation is organized for the following purposes: To develop and market educational programming for use on computers, with Internet and on-line applications; to purchase, or lease, or

**THE HANDS-ON LEARNING INSTITUTE, INC.**

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otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out any contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

**ARTICLE V - CAPITAL STOCK**

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

**ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION**

The principal office and mailing address for the Corporation shall be 475 Rafael Boulevard Northeast, St. Petersburg, Florida 33704.

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

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

**ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS**

The names and addresses of the incorporators and initial stockholders of this corporation is:

**THE HANDS-ON LEARNING INSTITUTE, INC.**

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THOMAS ALAN ENNIS  
475 Rafael Boulevard Northeast  
St. Petersburg, Florida 33704

ELIZABETH M. ENNIS  
475 Rafael Boulevard Northeast  
St. Petersburg, Florida 33704

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the stockholders. The names and addresses of the initial directors of this corporation is:

THOMAS ALAN ENNIS  
475 Rafael Boulevard Northeast  
St. Petersburg, Florida 33704

ELIZABETH M. ENNIS  
475 Rafael Boulevard Northeast  
St. Petersburg, Florida 33704

Said directors shall hold office until their successors are duly elected by the stockholders.

**ARTICLE X - INITIAL OFFICERS**

The business of this corporation shall be conducted by a President, Vice-President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

ELIZABETH M. ENNIS  
475 Rafael Boulevard Northeast  
St. Petersburg, Florida 33704

- President and Treasurer

THOMAS ALAN ENNIS  
475 Rafael Boulevard Northeast  
St. Petersburg, Florida 33704

- Vice President and Secretary

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**ARTICLE XI - INDEMNIFICATION**

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

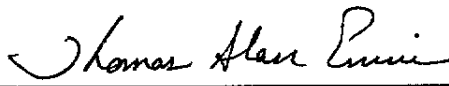
**ARTICLE XII - BY-LAWS**

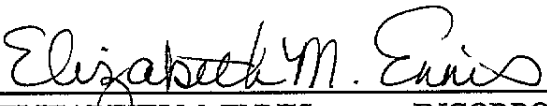
The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

**ARTICLE XIII. AMENDMENT**

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of April, 1999.

 (SEAL)  
THOMAS ALAN ENNIS, INCORPORATOR

 (SEAL)  
ELIZABETH M. ENNIS, INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 30th day of April, 1999.

 (SEAL)  
DAVID W. FOSTER, REGISTERED AGENT

**THE HANDS-ON LEARNING INSTITUTE, INC.**

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STATE OF FLORIDA      )

COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **THOMAS ALAN ENNIS and ELIZABETH M. ENNIS**, who are personally known to me and known to me to be the persons described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporators**, and **DAVID W. FOSTER**, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 30<sup>th</sup> day of **April**, 1999.

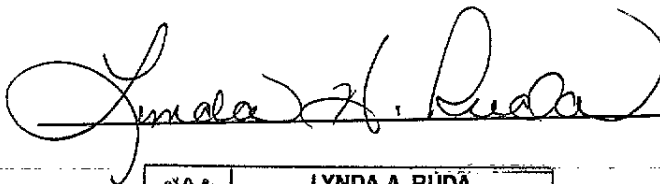
Notary Public: (Signature)

Name: (Print)

My Notary Stamp or Seal:

My Commission Expires:

My Commission Number:



**LYNDA A. RUDA**  
Notary Public, State of Florida  
My Comm. Expires Aug. 29, 2001  
No. CC663969