

PA99000054036



THE UNITED STATES
CORPORATION
COMPANY

FILED

99 JUN 14 PM 5:10

ACCOUNT NO. : 072100000032

REFERENCE : 272807 9104A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pygott

ORDER DATE : June 14, 1999

ORDER TIME : 11:39 AM

ORDER NO. : 272807-010

900002904279--4

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT
HOLLAND & KNIGHT
Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: THE STUDY BUDDY, 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: Janna Wilson

EXAMINER'S INITIALS: *PH*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 14 PM 3:55

RECEIVED

6/15/99 ✓

[Signature]

ARTICLES OF INCORPORATION
OF
The Study Buddy, Inc.

FILED
99 JUN 14 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a corporation, with the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is The Study Buddy, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

1423-B Ninth Street North, St. Petersburg, Florida
33704.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: David M. King

Address: Suite 1600, Two Hundred Central Ave., St.
Petersburg, FL 33701

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: David M. King

Address: Suite 1600, Two Hundred Central Ave., St.
Petersburg, FL 33701.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

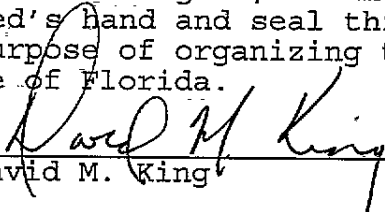
The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VIII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective June 14, 1999.

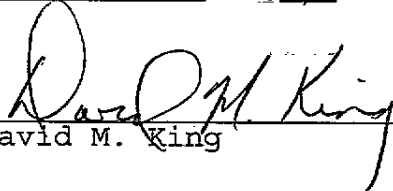
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 11th day of JUNE, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.



David M. King

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the 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. Date: JUNE 11TH, 1999.


David M. King

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TALLAHASSEE, FLORIDA