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FORLIZZO & NEAL, P.A.

ATTORNEYS AT LAW

A. R. "CHARLIE" NEAL

June 21, 1999

600002913146--7
-06/23/99-01051-008
***122.50 ***78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Customized Curriculum, Inc.

Ladies/Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Incorporation for the above-referenced company. Enclosed is our check in the amount of \$122.50, which represents \$35.00 for filing fee; \$35.00 for Registered Agent Designation; and \$52.50 for a certified copy. I have also enclosed a self-addressed envelope to return the certified copy.

If you have any questions regarding the filing, please give me a call.

Very truly yours,

Norma McGrath
Norma McGrath, Legal Assistant
to A. R. Neal

Enc.

FILED
99 JUN 23 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gjc 6/24

ARTICLES OF INCORPORATION
OF
CUSTOMIZED CURRICULUM, INC.

FILED
99 JUN 23 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE
I

NAME

The name of this Corporation is **CUSTOMIZED CURRICULUM, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

338 East Lemon Street
Tarpon Springs, FL 34689

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 is as follows:

Name: A. R. Neal

Address: 13577 Feather Sound Drive, Suite 300
Clearwater, Florida 33762

ARTICLE IV.
INCORPORATOR

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


Name: A. R. Neal

Address: 13577 Feather Sound Drive, Suite 300
Clearwater, Florida 33762

ARTICLE V.
CAPITAL STOCK

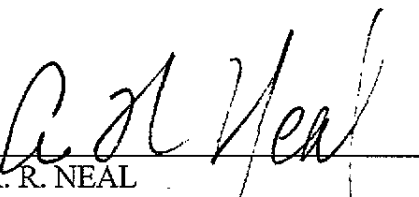
This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 21ST day of June, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.


A. R. NEAL

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 21ST, 1999.


A. R. NEAL

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TALLAHASSEE, FLORIDA