



THE UNITED STATES
CORPORATION
COMPANY

PC90000675

FILED

99 JUL -7 PM 1:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 298491 7112677

AUTHORIZATION :

Patricia P. [Signature]

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 1999

ORDER TIME : 11:57 AM

ORDER NO. : 298491-005

CUSTOMER NO: 7112677

900002925229--4

CUSTOMER: Mr. Kevin A. Carmichael
WILSON & JOHNSON, P.A.
WILSON & JOHNSON, P.A.
Suite 201
821 Fifth Avenue South
Naples, FL 34102

DOMESTIC FILING

NAME: LD LEARNING.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 7/7/99

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL -7 PM 12:51

RECEIVED

ARTICLES OF INCORPORATION
OF
LD LEARNING.COM, INC.

FILED
99 JUL -7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be LD LEARNING.COM, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 21110 Biscayne Blvd., Aventura, Florida 33180. The mailing address of the Corporation shall be 21110 Biscayne Blvd., Suite 203, Aventura, Florida 33180.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of voting common stock having a no par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 821 Fifth Avenue South, Naples, Florida 34102. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Kevin Carmichael. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

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

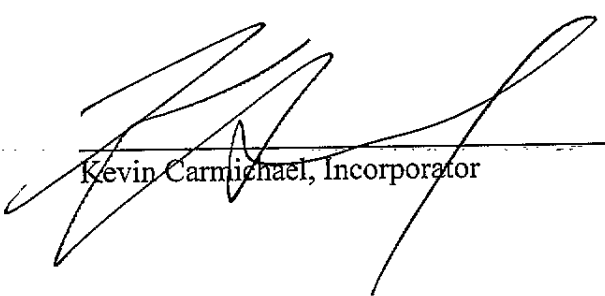
<u>Name</u>	<u>Address</u>
Kevin Carmichael	821 Fifth Avenue South Naples, Florida 34102

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be One.
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until her successors is elected or appointed and has qualified, is:

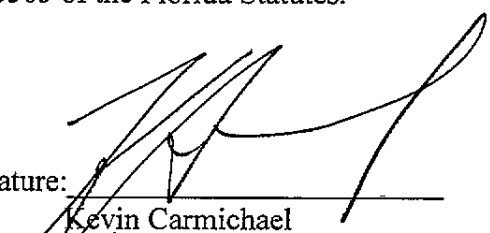
<u>Name</u>	<u>Address</u>
Emily Levy	21110 Biscayne Blvd. Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Naples, Florida, this 6th day of July, 1999.



Kevin Carmichael, Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Kevin Carmichael

Date: July 4, 1999

FILED
99 JUL -7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA