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FLORIDA PROFIT CORPORATION OR P.A.

EDU-ONLINE, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 28, 1999

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SUBJECT: EDU-ONLINE, INC.
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FAX Aud. #: H99000027322
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ARTICLES OF INCORPORATION
of
Edu-Online, Inc.

THE UNDERSIGNED, acting as the sole incorporator of **Edu-Online, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of **Edu-Online, Inc.** for such corporation:

ARTICLE I

Name and Address

The name of the corporation shall be **Edu-Online, Inc.**, and its principal corporate address shall be initially located at 2704 Rew Circle, Suite 105, Ocoee, Florida 34761.

ARTICLE II

Duration

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence its corporate existence upon the filing of these Articles.

ARTICLE III

General Purposes

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the laws of the State of Florida, and the United States.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is Fifty Million (50,000,000), consisting of a single class of common stock, \$.0025 par value per share.

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Prepared by: E. Nicholas Davis III

CloverLeaf Capital Advisors, LLC

2704 Rew Circle, Suite 105

Ocoee, FL 34761

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ARTICLE V

Initial Registered Office and Agent

The address of the Registered Office of the corporation is 2704 Rew Circle, Suite 105, Ocoee, Florida 34761 (which is the same as its initial principal address), and the initial Registered Agent at such address is E. Nicholas Davis, III.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased from time to time pursuant to the provisions of the bylaws of the corporation, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and qualified is as follows:

E. Nicholas Davis, III
2704 Rew Circle
Suite 105
Ocoee, Florida 34761

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III, 2704 Rew Circle, Suite 105, Ocoee, Florida 34761.

ARTICLE VIII

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE IX

Conference Meetings

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X

Action By Consent

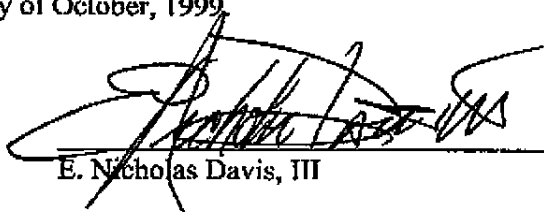
The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 28th day of October, 1999.



E. Nicholas Davis, III

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STATE OF FLORIDA)
)
COUNTY OF ORANGE)

On this 28th day of October, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the incorporator, initial director, and registered agent of EDU-ONLINE, INC., and that he executed as said incorporator, initial director, and registered agent the foregoing Articles of Incorporation of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]

NOTARY PUBLIC - STATE OF FLORIDA
CHERYL L. JASPER
COMMISSION # CC763404
EXPIRES 9/7/2002
BONDED THRU ASA 1-888-NOTARY1

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**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 28th day of October, 1999


E. Nicholas Davis, III, Registered Agent

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