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December _____, 1999

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*****70.00 *****70.00

Divisions of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

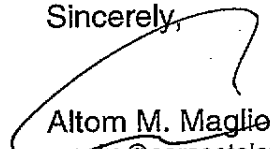
Re: Widening Horizons Montessori Materials Company

Dear Sir/Madame:

Enclosed please find check number 1608 payable to the Secretary of State in the amount of \$70.00 for the filing fee of the above corporation along with an original and copy of the Articles of Incorporation. Please file the Articles of Incorporation and return one copy to the above address.

Thank you for your assistance in this matter. If you have any questions or concerns, please do not hesitate to call or e-mail.

Sincerely,


Altom M. Maglio
maglio@sarasotalaw.com

Enclosures

F. CHESLER DEC 15 1999

*Articles of Incorporation
of Widening Horizons Montessori Materials Company*

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Widening Horizons Montessori Materials Company.

ARTICLE II

The corporation may engage in the practice of law, as well as any and all activities and business permitted under the laws of the State of Florida and the United States. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum shares of stock which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE V

The street address of the initial business office of the corporation is 6059 Silverdale Avenue, Springhill, Florida 34608, and the name and address of the initial registered agent of the corporation at that address is Altom M. Maglio, P.A., 22 South Tuttle Avenue, Suite 4, Sarasota, Florida 34237.

ARTICLE VI

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII

The names and addresses of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until successors(s) is/are elected and qualified is/are:

DIRECTORS	ADDRESS	
Sunnyday A. Maglio	6059 Silverdale Avenue Springhill, FL 34608	
OFFICERS	ADDRESS	POSITIONS
Sunnyday A. Maglio	6059 Silverdale Avenue Springhill, FL 34608	President, Vice-President, Secretary, Treasurer

ARTICLE VIII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously communicate with one another is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve the director personally, directly, or indirectly, or that it may involve any person, firm, corporation, or other entity in which such director has a direct or indirect interest.

ARTICLE X

The name and address of the person signing these articles as the Incorporator is: Sunnyday A. Maglio, 6059 Silverdale Avenue, Springhill, FL 34608.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by the written consent of all shareholders.

ARTICLE XII

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By- Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

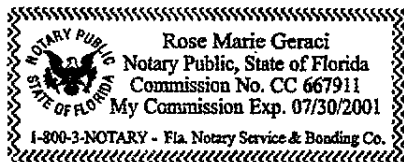
Executed this 9 day of December, 1999.

Sunnyday A Maglio
SUNNYDAY A. MAGLIO

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority personally appeared SUNNYDAY A. MAGLIO to me known to be the person who subscribed to the foregoing Articles of Incorporation of Widening Horizons Montessori Materials Company and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed. SUNNYDAY A. MAGLIO is personally known to me.

WITNESS my hand and seal this 9th day of December, 1999.



Rose Marie Geraci
NOTARY PUBLIC

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

WIDENING HORIZONS MONTESSORI MATERIALS COMPANY desiring to organize under the laws of the State of Florida, hereby designates ALTOM M. MAGLIO, ESQ., as its registered agent, and 22 South Tuttle Avenue, Suite 4, Sarasota, Florida 34237, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



ALTOM M. MAGLIO, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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