

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000110016

Learn On, Inc.

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

<input checked="" type="checkbox"/>	Art of Inc. File	
<input type="checkbox"/>	LTD Partnership File	
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<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input type="checkbox"/>	Cert. Copy	
<input checked="" type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	T. SMITH

FILED
99 DEC 22 AM 9:03
TALLAHASSEE FLORIDA

RECEIVED
99 DEC 22 AM 9:04
TALLAHASSEE FLORIDA

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

12/21/99 4:30

ARTICLES OF INCORPORATION
OF
Learn ON Inc.

FILED
99 DEC 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Learn ON Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 3331 N. 37 Street, Hollywood, Fl. 33021.

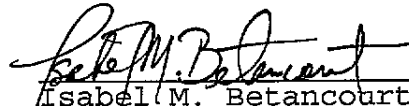
ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is: Isabel M. Betancourt, 3331 N. 37 Street, Hollywood, Fl. 33021.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place mentioned in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Isabel M. Betancourt

ARTICLE V. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:

Name	Address
 ISABEL M. BETANCOURT	3331 N. 37 Street Hollywood, Fl. 33021

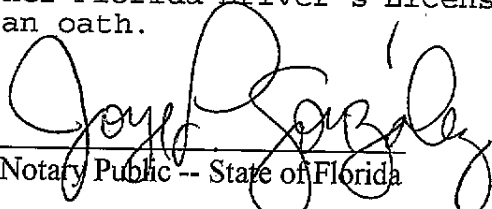
STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared the above-named Incorporator, who was duly sworn.

Sworn and subscribed before me this 15th day of December, 1999, by Isabel M. Betancourt, who is personally known to me and produced her Florida Driver's License as identification and who did not take an oath.


Notary Public -- State of Florida

