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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PERFECT LEARNING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 9, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl DeWitt*

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ARTICLES OF INCORPORATION
OF
PERFECT LEARNING, INC.

The undersigned, acting as incorporator, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Perfect Learning, Inc.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The corporation is formed to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The capital stock of the corporation shall be one hundred (100) shares of common stock, without par value. The capital stock of the corporation shall not be assessable.

ARTICLE V

Provisions denying preemptive rights are: None

ARTICLE VI

The address of the corporation's initial registered office shall be 405 Delbert Drive, Idaho Falls, County of Bonneville, State of Idaho and the name of its initial registered agent at such address is David M. Taylor.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

David M. Taylor
405 Delbert Drive
Idaho Falls, Idaho 83401

Brad Couch
1424 John Adams Parkway
Idaho Falls, Idaho 83401

Don Taylor
944 8th Street
Idaho Falls, Idaho 83401

ARTICLE VIII

The name and address of each incorporator is:

Charles A. Homer, Esq.
P. O. Box 50130
Idaho Falls, Idaho 83405

ARTICLE IX

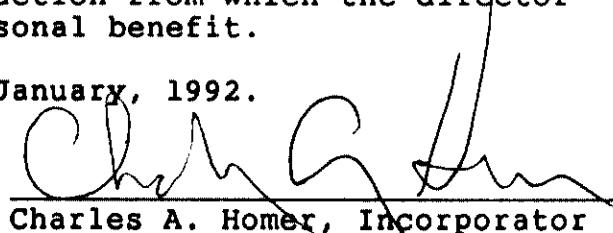
Provisions for the regulation of the internal affairs of the corporation are: None

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except:

- a. For breach of a director's duty of loyalty to the Corporation or its stockholders.
- b. For facts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Liability under §30-1-48 of the Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

DATED this 7th day of January, 1992.


Charles A. Homer, Incorporator

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