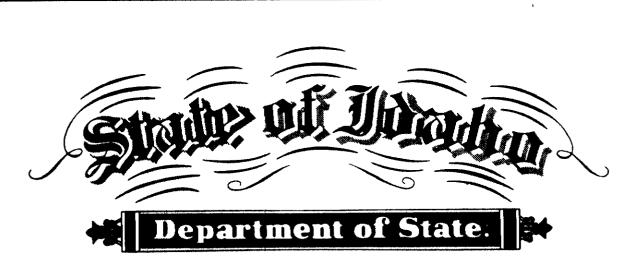
94405-108557



CERTIFICATE OF INCORPORATION OF

LEARNING BLOCK, 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: February 04, 1991



SECRETARY OF STATE

by: Expatition Zabala

RECE. VEU SEC. OF STATE

91 FEB 4 AM 8 53 ARTICLES OF INCORPORATION OF

LEARNING BLOCK, INC.

undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

The name of the corporation is LEARNING FIRST: BLOCK, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is to market educational computer software, provide computer training classes and transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

The corporation shall have authority to FOURTH: issue 1,000 shares, all of one class, having no par value.

The address of the original registered FIFTH: office of the corporation is 470 Lincoln Dr., Idaho Falls, Idaho 83401. The name of its initial registered agent at such address is Brent I. Larsen.

The number of directors constituting the SIXTH: initial Board of Directors of the corporation is three (3),

and the names and addresses thereof are:

Jacque Larsen 470 Lincoln Dr. Idaho Falls, ID 83401

Brent I. Larsen 470 Lincoln Dr. Idaho Falls, ID 83401

Andrew J. Silva 4 North 3900 East Rigby, Idaho 83442

SEVENTH: The names and addresses of each of the incorporators, each of whom has subscribed to one share of the capital stock of the corporation, are:

Jacque Larsen 470 Lincoln Dr. Idaho Falls, ID 83401

Brent I. Larsen 470 Lincoln Dr. Idaho Falls, ID 83401

Andrew J. Silva 4 North 3900 East Rigby, Idaho 83442

DATED this _/___ day of February, 1991.

Brent I. Larsen

Jacque Larsen

Andrew J. Silva

STATE OF IDAHO) : 55.
County of Bonneville)

On this ______ day of February, 1991, before me the undersigned, a Notary Public for Idaho, personally appeared Brent I. Larsen, Jacque Larsen and Andrew J. Silva, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Notary Public for Idaho

Residing at Idaho Falls, Idaho My Commission Expires: 3/16/93

1481/DRND