

State of Idaho

Department of State

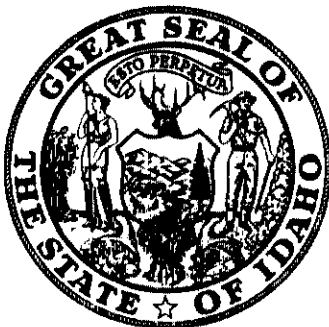
CERTIFICATE OF INCORPORATION OF

TEACHER'S AIDE, 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: November 23, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION
OF
TEACHER'S AIDE, INC.**

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KNOW ALL MEN BY THESE PRESENTS: THAT WE, The undersigned, being each full age citizens of the United States of America, do hereby certify that we have associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, pertaining thereto, to wit: Idaho Code Sections 30-1-3, 30-1-4, et seq, and hereby adopt the following **ARTICLES OF INCORPORATION:**

ARTICLE I

The name of this corporation shall be Teacher's Aide, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The objectives and purposes of this corporation shall be and are as follows:

1. To acquire by purchase, lease or otherwise, lands and interests in lands and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held or occupied by the corporation any buildings or other structures with their appurtenances; and to manage, operate, lease, rebuild, enlarge, alter or improve buildings or structures now or hereafter erected on any lands so owned, held or occupied. To encumber or dispose of any lands or

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interests in lands, buildings or other structures at any time owned or held by the corporation.

2. To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, improvement, development or management of any property, real or personal, at any time owned or in any way held by the corporation. To invest, trade, deal, encumber or dispose of any personal property deemed beneficial to the corporation.

3. To conduct any lawful business in the State of Idaho or any other state, territory, the District of Columbia, colony or protectorate of the United States of America and in any foreign country. To have one or more offices or places of business within or without the State of Idaho and to carry out any lawful business authorized in these Articles outside of the State of Idaho.

4. To issue, re-issue or purchase the shares of capital stock in the corporation, according to law. Stock owned by the corporation shall not be considered voting stock in any way.

5. To perform any act with the power and capacity possessed by a natural person and to so perform any acts necessary to accomplish any lawful purpose of the corporation.

6. To exercise any lawful power now or hereafter conferred upon general business corporations by the laws of the State of Idaho.

7. To engage in and conduct wholesale or retail business of any kind or nature. To provide any services for hire of any kind or nature.

It is expressly provided that the above and foregoing enumeration of powers, purposes and objects of the corporation shall not be exclusive nor limit or restrict the general powers of the corporation as allowed by the laws of the State of Idaho.

ARTICLE IV

The location of the registered office of this corporation within the State of Idaho shall be 22211 Rio Vista, Caldwell, Canyon County, Idaho. The initial registered agent for the corporation shall be Janene L. Maybon whose address is the same as that of the registered corporate office listed immediately preceding.

ARTICLE V

The corporation shall be authorized to issue 1000 shares of no-par common stock. All shares shall be without par value.

ARTICLE VI

There shall be only one class of stock, designated as common stock. The shares shall not be issued until payment in full therefor has been received and such stock shall be non-assessable stock. The shareholders shall have no liability for corporate obligations. Each share of stock shall have the voting rights as now or hereafter granted by the laws of the State of Idaho.

ARTICLE VII

The incorporators have determined and appointed that they shall act as the initial board of directors of the corporation.

The incorporators are:

NAME	ADDRESS
Janene L. Maybon	22211 Rio Vista Caldwell, Idaho 83605
Sandra J. Anderson	28351 Lakewood Dr. Laguna Niguel, California 92677

Each of said incorporators is of full age and is a citizen of the United States of America.

ARTICLE VIII

The corporation shall be managed by a Board of Directors, governed by the by-laws of the corporation. The Board of Directors shall consist of not less than one nor more than five members. The names and addresses of the initial Board of Directors are the same as the list of incorporators named above and they shall so serve until the first election of directors.

ARTICLE IX

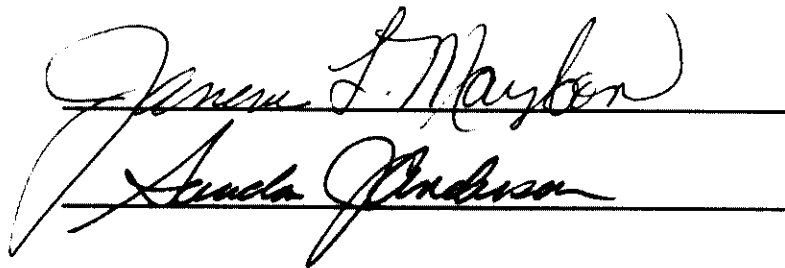
Amendment of these Articles shall be accomplished as now or hereafter prescribed by the laws of the State of Idaho thereto.

No contract or other transaction between the corporation and any other corporation shall be invalidated or affected by the ownership of a portion or majority of the capital stock of the

other corporation by this corporation.

No act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any directors individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19 day of November, 1993.




James L. Mayben
Linda Anderson

STATE OF IDAHO)
: ss.
County of Canyon)

On this 19 day of November, 1993, before me, the undersigned Notary Public in and for said State, personally appeared JANENE L. MAYBON, 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 in this certificate first above written.

(Seal)




NOTARY PUBLIC FOR IDAHO
Residing at Caldwell
My Commission Expires: 8/15/96

STATE OF IDAHO)
: ss.
County of Canyon)

On this 9 day of November, 1993, before me, the undersigned Notary Public in and for said State, personally appeared SANDRA J. ANDERSON, 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 in this certificate first above written.

(Seal)



NOTARY PUBLIC FOR IDAHO
Residing at Caldwell
My Commission Expires: 8/15/96