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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Seashell School, Inc.
2. The period of its duration is (if perpetual, so state) perpetual
3. The specific purpose or purposes for which the corporation is organized are:
Developing, producing and broadcasting through public television, educational media for children.
Marketing of educational materials through the world wide web.
4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

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By 104973

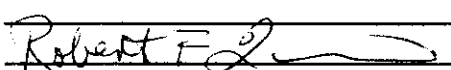
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5. The address of the initial registered office of the corporation is 1 Holly Lane
(Street Address, not P.O. Box)
Bristol, RI 02809, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is Gerald C. Sardinha
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 3
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Gerald C. Sardinha	1 Holly Lane, Bristol, RI 02809
Dennis B. Turano	182 Tuckerman Avenue, Middletown, RI 02842-6047
Donna Christy	600 Mt. Pleasant Avenue, Providence, RI 02908

7. The name and address of each incorporator is:

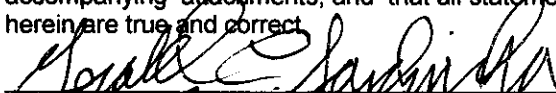
<u>Name</u>	<u>Address</u>
Gerald C. Sardinha	1 Holly Lane, Bristol, RI 02809
Tara D. Lekites	62 Pinoak Drive, Exeter, RI 02822-3722
Robert F. Quinn	105 Crystal Drive, East Greenwich, RI 02818
	

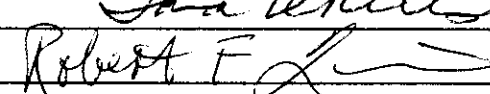
8. Date when corporate existence is to begin December 1, 2009
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date:

11.24.09

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.





Signature of each Incorporator



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

