

CERTIFICATE OF INCORPORATION
OF
MOT CHARTER SCHOOL, INC.

1. The name of the corporation is MOT Charter School, Inc. hereinafter referred to as the "Corporation."
2. The address of the registered office of the Corporation in the State of Delaware is located at 7 Du Pont Highway, St. Georges, County of New Castle, Delaware 19733. The registered agent of the Corporation at that address is the Corporation itself.
3. The purpose or purposes for which the Corporation is organized are exclusively charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in the corresponding provision of any subsequent law, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code or corresponding provision of subsequent law. Without limitation to the foregoing, the Corporation is a nonprofit organization formed for the exclusively charitable purpose of educating children in the State of Delaware.
4. The term for which the Corporation is to exist is perpetual.
5. The Corporation shall be a membership corporation and shall have no authority to issue capital stock.
6. The number, qualifications, rights and limitations of members shall be as set forth in the bylaws of the Corporation.
7. The Corporation does not contemplate pecuniary benefit or gain incidental or otherwise.

8. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (i) as a corporation which is exempt from Federal income taxation, as an organization of the type described in Section 501(c)(3) of the Internal Revenue Code, or in the corresponding provision of any subsequent law, or (ii) as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or under the corresponding provision of any subsequent law.

9. No part of the net earnings of the Corporation shall inure to the benefit of or will be distributable to its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

10. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code, or under the corresponding provision of any subsequent law); nor shall the Corporation participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

11. In furtherance of the purposes set forth in Article 3 above, the Corporation shall have all the powers created by law, so long as they are consistent with the requirements of Section 501(c)(3) of the Code, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

12. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors in the manner prescribed in the bylaws of the Corporation. The number of members of the board of directors shall be set forth in the bylaws of the Corporation.

13. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law.

14. The directors of the Corporation shall incur no personal liability to the Corporation or its members for monetary damages for any breach of fiduciary duty as a director; provided, however, that the directors of the Corporation shall continue to be subject to liability (i) for any breach of their duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the directors derived an improper benefit. In addition, the personal liability of directors shall further be limited or eliminated to the fullest extent permitted by any future amendments to Delaware law.

15. Pursuant to Section 141 of the General Corporation Law, no provision of Section 141 of the General Corporation Law shall apply to the Corporation if any such provision is inconsistent with any provision of the bylaws of the Corporation.

16. Upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation remaining after the liabilities of the Corporation have been discharged or provided for, shall be transferred to such organization or organizations organized and operated exclusively for such purposes as are consistent with the Corporation's purposes and which are qualified as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent law, as the Board of Directors shall determine.

17. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

18. The name and address of the Incorporator is Frances Gauthier, c/o Duane, Morris and Heckscher LLP, 1201 North Market Street, Suite 1500, Wilmington, Delaware 19801.

19. The powers of the Incorporator shall terminate upon the election of directors.

I, THE UNDERSIGNED, being the Incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereunto set my hand and seal this 30th day of December, 1999.

Frances Gauthier (SEAL)
Frances Gauthier

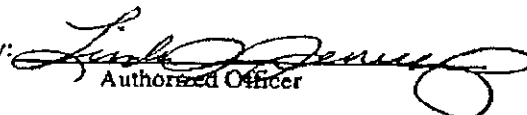
STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE

The Board of Directors of ^{MOT} ~~M.O.T.~~ Charter School, Inc.,
a Corporation of Delaware, on this 31st day of
October, A.D. 2002, do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is 1156 Levels Road
Street, in the City of Middletown,
County of New Castle Zip Code 19709

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is ^{MOT} ~~M.O.T.~~ Charter School, Inc.,
1156 Levels Rd, Middletown DE 19709

^{MOT}
~~M.O.T.~~ Charter School, Inc. a Corporation of Delaware,
does hereby certify that the foregoing is a true copy of a resolution adopted by the
Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 12th day of October
A.D., 2002

By: 
Authorized Officer

Name: Linda Jennings
Print or Type

Title: Asst. Pres.