Middle schools are constantly in search of better mathematics curriculums. As states place more emphasis on standardized testing, teachers struggle to engage their students in creative, higher level thinking activities while ensuring that test scores are satisfactory. Educational research illustrates that students learn better when they are actively engaged in the learning process. As my Masters Thesis, I am creating an eighth grade curriculum that incorporates active learning methods into all of the lessons. Such methods include hands on activities, group work, student-to-student teaching, and exploratory labs. In addition, the curriculum encourages proof-based and logical thinking, without deviating too far from the Texas state standards. The progress of the curriculum, in and out of the classroom, along with the materials created, will be shared and discussed. (Received September 28, 2005)