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LAW OFFICE OF SUZANNE C. QUINONEZ, P.A.

2747 Blanding Boulevard, Suite 104
Post Office Box 130 (ZIP: 32050-0130)
Middleburg, FL 32068
Phone (904) 282-6022
Fax (904) 282-6076
scquinonez@aol.com

March 28, 2002

Secretary of State
State Department, Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/01/02--01048--022
122.50 **78.75

Dear Secretary:

Enclosed for filing are the Articles of Incorporation for Learning Supply Station, Inc., along with the acceptance by Nancy G. Smith as the registered agent. Once filed, please return a certified copy of the Articles of Incorporation to me at the address listed above.

Enclosed in payment of the \$35.00 filing fee, \$35.00 registered agent fee, and \$52.50 certified copy fee, is a firm check in the amount of \$122.50.

Sincerely,

LAW OFFICE OF
SUZANNE C. QUIÑÓNEZ, P.A.

Suzanne C. Quiñónez
Suzanne C. Quiñónez
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR -1 PM 4: 23

cc: Nancy and Mark Smith

4-5-02
WC

**ARTICLES OF INCORPORATION
OF
LEARNING SUPPLY STATION, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
02 APR - 1 PM 4: 23

ARTICLE I
Name of Corporation

Learning Supply Station, Inc.

ARTICLE II
Business of Corporation

The corporation may engage in the business of operating retail educational supply and book sales and may also engage in any other lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Capital Stock

The maximum number of shares of capital stock this corporation is authorized to have outstanding at any one time shall be two thousand (2000) shares of common stock having a par value of One Dollar (\$1.00) per share. The common stock shall be entitled to one vote per share.

ARTICLE IV
Preemptive Rights

No stockholder shall have any preemptive right to purchase new stock or any type of stock of this corporation.

ARTICLE V
Corporate Existence

The existence of this corporation shall commence on the date of the filing of these articles, and thereafter it shall have perpetual existence.

ARTICLE VI
Principal Place of Business

The address of the principal business office of the corporation shall be 2725 Greenridge Road, Orange Park, FL 32073, and the mailing address of the corporation shall be the same.

ARTICLE VII
Resident Agent

The street address of the corporation's initial registered office is 2725 Greenridge Road, Orange Park, FL 32073 and the initial registered agent at that office is Nancy G. Smith, whose acceptance is set forth at the end of these Articles.

ARTICLE VIII
Board of Directors

The initial Board of Directors shall consist of two directors and the name and address of the persons who are to serve as the member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Nancy G. Smith	2725 Greenridge Road Orange Park, FL 32073
Mark L. Smith	2725 Greenridge Road Orange Park, FL 32073

The number of directors may be changed from time to time by the By Laws.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X
COMPENSATION

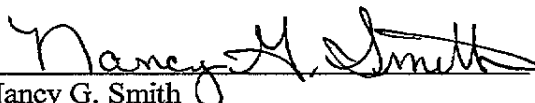
The board of directors shall have the power to set the amount, if any, of the compensation to be paid to the directors of the corporation.

ARTICLE X
Incorporation

The name and street address of the person signing these Articles of Incorporation as incorporator are as follows:

<u>Name</u>	<u>Address</u>
Nancy G. Smith	2725 Greenridge Road Orange Park, FL 32073

The undersigned, being the original incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 28th day of March, 2002.

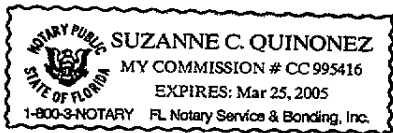


Nancy G. Smith
Incorporator

STATE OF FLORIDA)
)ss.
COUNTY OF CLAY)

On this 28th day of March, 2002, personally appeared before me Nancy G. Smith,
party to the foregoing Articles of Incorporation of Learning Supply Station, Inc., () who is well
known to me or who produced FLDL 5530-632-55. 968-0 as identification and who did not take
an oath, and who acknowledged said Articles to be his act and deed.

NOTARY PUBLIC



Suzanne C. Quinonez
Signature

Suzanne C. Quinonez

Typed, Printed, or Stamped
State of Florida at Large
My Commission expires: 3/25/05

Acceptance of Designation

The undersigned, Nancy G. Smith, hereby accepts appointment as registered agent
of Learning Supply Station, Inc. and does hereby state that he is familiar with, and accepts, the
obligations of such position.

Done this 28th day of March, 2002.

Nancy G. Smith
Nancy G. Smith