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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID F. LANIER

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Avon Park, Florida 33826-0220
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February 20, 2002

Corporate Records Bureau,
Division of Corporations,
Dept. of State,
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sirs:

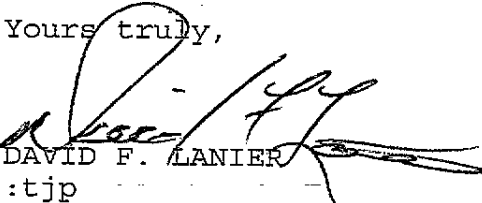
Re: SMALL WORLD LEARNING CENTER, INC.

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval on the duplicate copy, certify and return it to me.

A check in the amount of \$78.75 is enclosed to cover the filing fee and resident agent form.

Yours truly,


DAVID F. LANIER
:tjp
encl:

CB5-8
0025649



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 27, 2002

DAVID F. LANIER, ESQ.
P.O. BOX 220
AVON PARK, FL 33826-0220

SUBJECT: SMALL WORLD LEARNING CENTER, INC.
Ref. Number: W02000005649

We have received your document for SMALL WORLD LEARNING CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 202A00012029

ARTICLES OF INCORPORATION

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02 MAY -6 AM 9:05

OF

AVON PARK SMALL WORLD LEARNING CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: **AVON PARK SMALL WORLD LEARNING CENTER, INC.**

ARTICLE II. PURPOSES AND POWERS

The general nature of the business to be transacted by this corporation is: As a small business corporation, to engage in or transact any or all lawful activities or business permitted under the laws of the United States, State of Florida or any other state, country, territory or nation; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidence of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real and personal property of every kind and description, including the goodwill, stock, rights and property of any person, firm, association or corporation; paying for the same in cash, stock or bonds of this corporation; to draw, make,

accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation; to carry on all or any of its operations without restriction or limitation as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country.

To engage in any enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

To conduct business in and have one or more offices in the State of Florida and in all other states and countries.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the

meaning of general terms or of the general powers of the corporation, nor shall be expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE HUNDRED (100) shares of common stock without nominal or par value and not convertible into preferred or other securities. The consideration to be paid for each share shall be fixed by the Board of Directors pursuant to resolution plan to be adopted by the Board of Directors at the first organizational meeting.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 201 E. 2nd St., Avon Park, Florida, 33825. The Board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have THREE (3) director(s) initially. The number of director(s) may be increased or diminished from time to time by the stockholder(s).

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the First Board of Directors are:

NAMES	ADDRESSES
FRANK C. HILTON	1447 N. Olivia, Avon Park, Florida, 33825
GWENDOLYNN GORDON	24 E. Charles St., Avon Park, FL 33825
EUGENE HILTON	1447 N. Olivia, Avon Park, Florida, 33825

ARTICLE IX. SUBSCRIBER

The names and post office address of the subscribers of these Articles of Incorporation and the number of shares of stock that they agree to take are:

NAMES	ADDRESSES	SHARES
FRANK C. HILTON	1447 N. Olivia Dr. Avon Park, FL 33825	60
GWENDOLYNN GORDON	24 E. Charles St. Avon Park, FL 33825	20
EUGENE HILTON	1447 N. Olivia Dr. Avon Park, FL 33825	20

ARTICLE X. OFFICERS

The Officers of this corporation who shall serve until the first annual meeting are as follows:

- FRANK C. HILTON - President
- EUGENE HILTON - Vice-President
- GWENDOLYNN GORDON - Secretary

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholders meeting by a majority of the stock holders entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. REGISTERED OFFICE

The initial office address of the principal office of this corporation in the State of Florida is 201 E. 2nd St., Avon Park, Florida. The name of the registered agent at this address is FRANK C. HILTON.

IN WITNESS WHEREOF, We, the undersigned subscribing incorporator(s) have hereunto set our hand(s) and seal(s), this 30th day of April, 2002, for the purpose of forming this corporation under the laws of the State of Florida.

F. C. Hilton

FRANK C. HILTON

Gwendolynn Gordon

GWENDOLYNN GORDON


Eugene Hilton

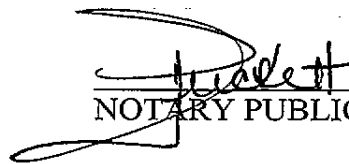
EUGENE HILTON

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the state and county named above to take acknowledgments, personally appeared FRANK C. HILTON , GWENDOLYNN GORDON and EUGENE HILTON, to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and seal this 30th day of April, 2002.

 T J Puckett
My Commission CC839050
Expires June 20, 2003


NOTARY PUBLIC

FILED

02 MAY -6 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I, FRANK C. HILTON hereby accept appointment as Resident Agent for AVON
PARK SMALL WORLD LEARNING CENTER, INC. whose address is 201 E. 2nd St.,
Avon Park, Florida, 33825.

F. C. Hilton

FRANK C. HILTON