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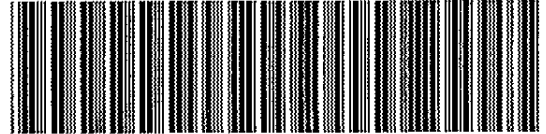
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TALLAHASSEE FLORIDA

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BRIGHT AMERICA LEARNING CENTER, CORP
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

BRIGHT AMERICA LEARNING CENTER, CORP.

FILED
02 NOV -6 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopt the following Articles Of Incorporation.

ARTICLE I NAME

The name of this corporation is: BRIGHT AMERICA LEARNING CENTER, CORP.

ARTICLE II DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business whatsoever.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issued FIVE HUNDRED (500) shares of ONE (\$1.00) DOLLAR par value common stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation and the principal office and mailing address, which are identical, is :2027 N.E. 18th STREET, FORT LAUDERDALE, FLORIDA 33305

The name of the initial registered agent of this corporation is :

LUCIA C. ZAMORA

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation should have TWO (2) DIRECTORS initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>LUCIA C. ZAMORA</u>	<u>2027 N.E. 18th STREET</u> <u>FT. LAUDERDALE, FL 33305</u>	<u>President/Sec.</u>
<u>RAFAEL A. ZAMORA</u>	<u>2027 N.E. 18th STREET</u> <u>FT. LAUDERDALE, FL 33305</u>	<u>VP / Treasurer</u>

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles is :

LUCIA C. ZAMORA 2027 N.E. 18th STREET
FT. LAUDERDALE, FL 33305

ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board Of Directors.

ARTICLE IX POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 5th day of NOVEMBER, 2002.

Lucia C. Zamora
LUCIA C. ZAMORA

TITLE: President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to the provisions of section 607.0501, Florida Statutes,
the undersigned corporation, organized under the laws of the state
of Florida, submits the following statement in designating the
registered office / registered agent, in the state of Florida.

1. The name of the corporation is: BRIGHT AMERICA LEARNING CENTER, CORP
2. The name and address of the registered agent and office is:

Name: LUCIA C. ZAMORA

Address: 2027 N.E. 18th STREET, FT. LAUDERDALE, FLORIDA 33305

Lucia C. Zamora
LUCIA C. ZAMORA

TITLE: President

DATE: NOVEMBER 5, 2002

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as registered agent and to accept service of
process for the above stated corporation at place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Lucia C. Zamora
LUCIA C. ZAMORA

DATE: NOVEMBER 5, 2002

FILED
NOV-6 PM 1:41
CLERK OF DISTRICT COURT
JANUARY 6, 2003
CLERK OF DISTRICT COURT