



THE UNITED STATES
CORPORATION
COMPANY

A98000002786

ACCOUNT NO. : 072100000032

REFERENCE : 067590 4352702

AUTHORIZATION :

COST LIMIT : \$ 1830.50

Patricia Pizut

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:24

ORDER DATE : December 16, 1998

ORDER TIME : 12:52 PM

ORDER NO. : 067590-010

CUSTOMER NO: 4352702

500002714085--9

CUSTOMER: Susan B. Hecker, Esq
WILLIAMS PARKER HARRISON DIETZ
WILLIAMS PARKER HARRISON DIETZ
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: MCCLELLAN PARK FAMILY LEARNING
CENTER LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILE 2ND

EXAMINER'S INITIALS:

(Handwritten mark)

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BK
12/17/98

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SECRETARY OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
McCLELLAN PARK FAMILY LEARNING CENTER, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Chapter 620, Part I, of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is "McClellan Park Family Learning Center, Ltd."
2. The address of the office of the limited partnership is c/o McClellan Park Family Learning Center, Inc., 1744 Seminole Drive, Sarasota, Florida 34239.
3. The name and address of the agent for service of process on the limited partnership is Cheryl B. Zimmer, 1744 Seminole Drive, Sarasota, Florida 34239.
4. The name and business address of the General Partner are:

McClellan Park Family Learning Center, Inc.
1744 Seminole Drive
Sarasota, Florida 34239
P9800004906
5. The mailing address of the limited partnership is c/o McClellan Park Family Learning Center, Inc., 1744 Seminole Drive, Sarasota, Florida 34239.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2058.

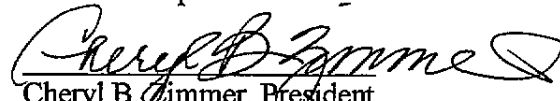
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The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of McClellan Park Family Learning Center, Ltd., this the 15th day of December, 1998.

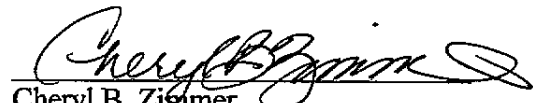
McClellan Park Family Learning Center, Inc.,
a Florida corporation

By:


Cheryl B. Zimmer, President
"General Partner"

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for McClellan Park Family Learning Center, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


Cheryl B. Zimmer
"Registered Agent"

LAF-339129

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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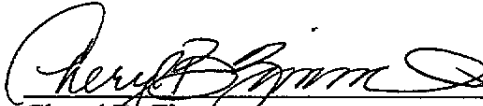
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Cheryl B. Zimmer, as President of McClellan Park Family Learning Center, Inc., a Florida corporation, which is the General Partner of McClellan Park Family Learning Center, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon first being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership by the Limited Partners is \$200,000.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$100,000.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, we declare that we have read the foregoing and the facts alleged are true, to the best of our knowledge and belief.


Cheryl B. Zimmer

SWORN TO AND SUBSCRIBED before me this 15th day of December 1998 by Cheryl B. Zimmer, who is personally known to me or who has produced DL #2560-112-57-969-0 as identification. If no type of identification is indicated, the above-named person is personally known to me.




Signature of Notary Public

Carole L. Kesselring
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____