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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 13, 1999

KAREN S. BURD
WEE DISCOVER AFTER SCHOOL PROGRAM, LTD.
4622 LANDSCAPE DRIVE
TAMPA, FL 33624

SUBJECT: WEE DISCOVER AFTER SCHOOL PROGRAM , LTD. COMPANY
Ref. Number: W99000028405

We have received your document for WEE DISCOVER AFTER SCHOOL PROGRAM , LTD. COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A brief description of the entity's nature of business must be included in the document.

Please return 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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 699A00058526

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Wee Discover After School Program, Ltd. Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Illinois 3. 37-1390856
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 14, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval of this application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Karen S. Burd
4622 Landscape Drive, Tampa, Florida 33624
(Current mailing address)
8. AFTER SCHOOL CARE PROGRAM FOR GRADES KDG - FIFTH GRADE. WITH EMPHASIS ON MATH & SCIENCE Activities.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Kyla L. Burd
Office Address: 15143 Shaw Road
Tampa, Florida, 33625
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kyla L. Burd
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Karen S. Burd

Address: 111 Clearwater Court, Columbia, Illinois 62236

Vice Chairman: Darrell E. Burd

Address: 111 Clearwater Court, Columbia, Illinois 62236

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Karen S. Burd

Address: 111 Clearwater Court, Columbia, Illinois 62236

Vice President: Darrell Burd

Address: 111 Clearwater Court, Columbia, Illinois 62236

Secretary: Sonya R. Pena

Address: 719 East Wood Drive

Columbia, Illinois 62236

Treasurer: Kyla L. Burd

Address: 15143 Shaw Road

Tampa, Florida 33625

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TALLAHASSEE, FLORIDA

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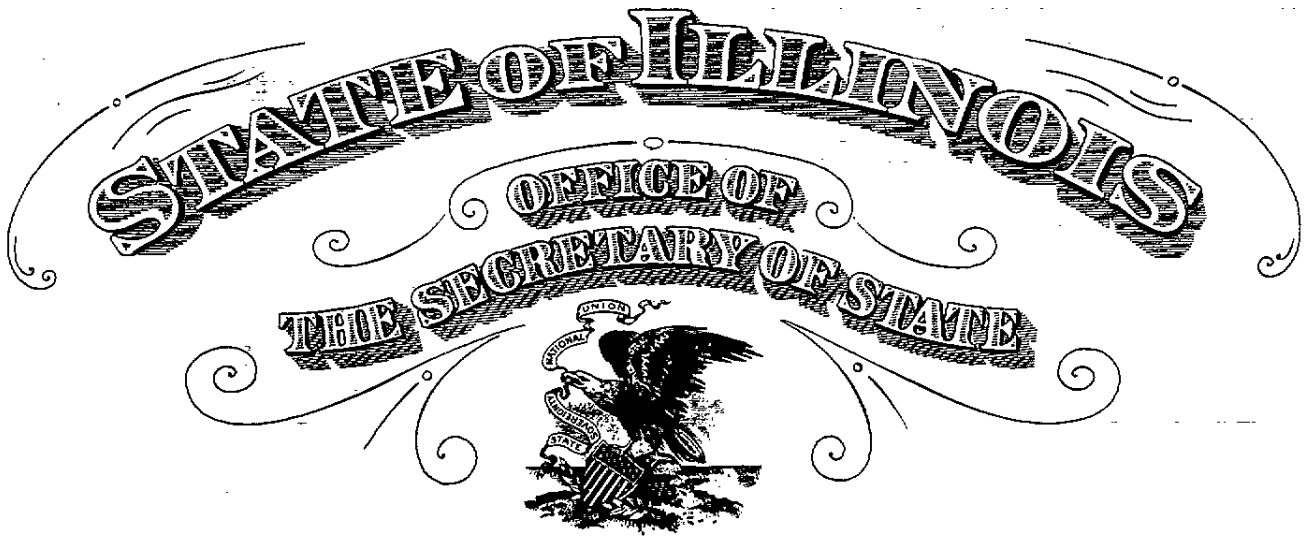
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Karen S. Burd
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Karen S. Burd, President

(Typed or printed name and capacity of person signing application)

File Number 6067-537-6



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

WEE DISCOVER AFTER SCHOOL PROGRAM, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 14, 1999, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH *day of* NOVEMBER *A.D.* 1999.



Jesse White

SECRETARY OF STATE