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(Requestor's Name)

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(City/State/Zip/Phone #)

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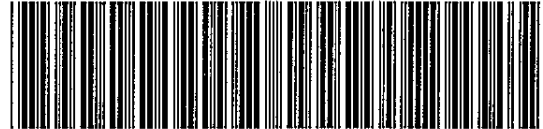
(Business Entity Name)

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FILED
03 DEC -3 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL KIDS CAN LEARN, INC.

2947 Saddle Brook Court,

Tallahassee, FL 32303

November 24, 2003

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

SUBJECT: ALL KIDS CAN LEARN, INC.

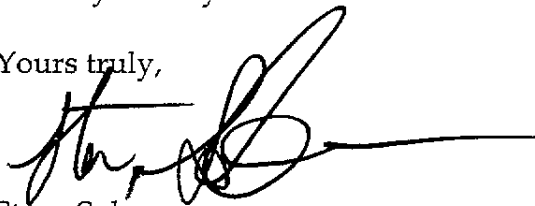
Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above-captioned corporation, and a check in the amount of \$70.00 for the filing fee.

FROM: Steven P. Solomon
2947 Saddle Brook Court,
Tallahassee, FL 32303
Daytime telephone: 850-339-7793

Thank you for your assistance in this matter.

Yours truly,



Steve Solomon

ARTICLES OF INCORPORATION OF
ALL KIDS CAN LEARN, INC.

(A Florida Not for Profit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, being qualified to act as an incorporator, states as follows:

1. The name of the Corporation, referred to in these Articles as ("Corporation") is:
ALL KIDS CAN LEARN, INC.
2. **Registered Office.** The street address of the Corporation's initial registered office is
2947 Saddle Brook Court, Tallahassee, FL 32303
3. **Registered Agent.** The name of the Corporation's registered agent at the Registered Office is
Steven P. Solomon who is both a resident of the State of Florida and an initial director of the
Corporation. The street address of the registered agent's business office is 2947 Saddle Brook Court,
Tallahassee, FL 32303, which also is the address of the Corporation's registered office.
4. **Incorporator.** The name and complete address of the incorporator is Steven P. Solomon, 2947
Saddle Brook Court, Tallahassee, FL 32303
5. **No Members.** The Corporation shall have no members.
6. **Principal Office.** The principal place of business and the mailing address of the
Corporation in Florida is the City of Tallahassee, Leon County, 2947 Saddle Brook Court, Tallahassee,
FL 32303
7. **Not for Profit.** The corporation is not for profit, and is organized pursuant to the Florida Not
for Profit Corporation Act.
8. **Purposes.** All Kids Can Learn, Inc. is organized exclusively for religious, charitable, scientific,
literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,
including for such purposes the making of distributions to organizations that qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code, and more specifically to provide services to, and assist in the development of, the community in which the Corporation is situated.

9. **Powers.** As a means of accomplishing the purposes for which it is organized, the Corporation shall have the rights and powers now or later conferred upon non-stock corporations under Florida law, and the Corporation may do any and all things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to the purposes of the Corporation, provided that:

(a) Notwithstanding any other provisions of these Articles, the Corporation shall only conduct or carry on activities permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(b) The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (i) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code, (ii) prevent it from obtaining the status of a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (iii) cause it to lose such exemption or status.

(c) The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

(d) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

(e) Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not in any manner participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; and the Corporation shall not engage in any activities that are unlawful under applicable federal, state, or local laws.

10. **Directors.** There shall be no fewer than three (3) members of the Board of Directors. The bylaws may provide that the directors be divided into classes for terms of office which may expire at different times.

From and after this date, until changed by the Board of Directors, the members of the Board of Directors are:

Faye Taylor
6142 North Hart
Springfield, TN 37172

Benedict Schwartz
2111 Foley Road
Havre de Grace, MD 21078

Steve Groetzinger
4800 Kingpost Drive
Fuquay Varina, NC 27526

Ken Lawhorn
2906 N. Ocoee Street
Cleveland, TN 37312

Frank L. Fuller
112 South Lake Court
Niceville, FL 32578

Robert McEachern
816 Magnolia Shores Drive
Niceville, FL 32578

John C. Bowman
3909 Reserve Dr. # 1321
Tallahassee, FL 32311

Steve Rollin
864 Maderia Circle
Tallahassee, FL 32312

Steve Solomon
2947 Saddle Brook Court
Tallahassee, FL 32303

11. **Directors.** Members of the Board of Directors other than the initial directors named in these Articles shall be elected by a majority vote of the existing Directors, and may be reelected without regard to any term limits.

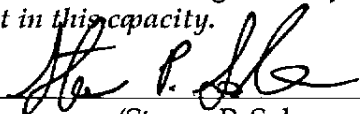
12. **Dissolution.** Upon the dissolution of the Corporation, its assets shall be distributed to one or more religious, charitable, scientific, literary or educational organizations (i) that are not for profit, (ii) that qualify as organizations exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, (iii) that qualify as organizations to which contributions deductible under Section 170(c)(2) of the Internal Revenue Code can be made, and (iv) that, if practical, are engaged in affairs substantially similar to those of the Corporation.

13. **Amendments.** The provisions of these Articles of Incorporation are subject to amendment as provided under the laws of the State of Florida; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

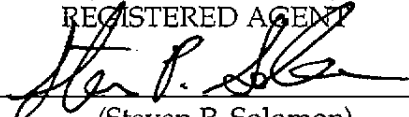
14. **Internal Revenue Code and Regulations.** All references in these Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with the obligations of, and accept the appointment as, registered agent and agree to act in this capacity.

Dated 11/25/, 2003.


(Steven P. Solomon)
REGISTERED AGENT

Dated: 11/25/, 2003


(Steven P. Solomon)
INCORPORATOR

FILED
03 DEC -3 PM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA