

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000643824

Smarty Pants Learning
Center, Inc

900003234969--9

-05/02/00--01037--019

*****78.75 *****78.75

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☒ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

RECEIVED
00 MAY +2 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAY +2 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. SMITH MAY 02 2000

Signature _____

Requested by: LS

5/2/00

10:01

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

Articles of Incorporation of Smarty Pants Learning Center, Inc.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

Name: The name of the corporation shall be:
Smarty Pants Learning Center, Inc.

ARTICLE II

Duration. The period of its duration is perpetual

ARTICLE III

Purpose. The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV.

Capital Stock. The corporation is authorized to issue Four Thousand shares of stock, all of one class, at \$1.00 par value.

ARTICLE V

Initial Registered Agent. The street address of the initial registered agent of this corporation is 8888 95th Street, N, Seminole, FL 34647. The name of the initial registered agent is Michelle L. Nielsen. This address is also the mailing address of the corporation.

ARTICLE VI

Initial Board of Directors. This corporation shall have four (4) directors initially. The number of directors may either be increased or decreased (whichever applies) from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Board of Directors of this corporation are:

Michelle L. Nielsen
8888 95th Street N.
Seminole, FL 34647

Jennifer Haught
3026 Conifer Lane
Largo, FL 33771

Brian Nielsen
8888 95th Street N.
Seminole, FL 34647

John Haught
3026 Conifer Lane
Largo, FL 33771

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TALLAHASSEE, FLORIDA

ARTICLE VII

Incorporators. The name and address of the Incorporators signing these ARTICLES is:

Michelle L. Nielsen	Jennifer L. Haught
8888 95 th Street N.	3026 Conifer Lane
Seminole, FL 34647	Largo, FL 33771

ARTICLE VIII

Bylaw amendment. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

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

ARTICLE X

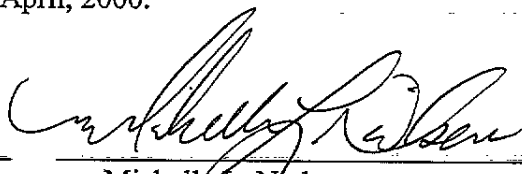
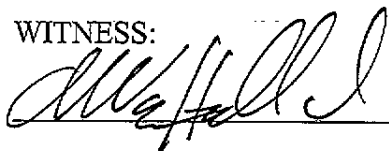
Informal Action of Directors. If all the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

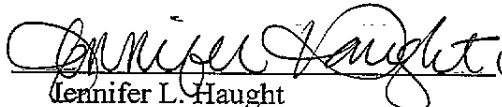
Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 Day of April, 2000.

WITNESS:



(SEAL)
Michelle L. Nielsen

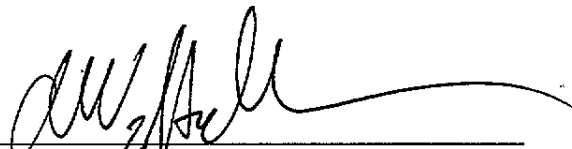


(SEAL)
Jennifer L. Haught

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 30 day of April, 1999, personally appeared before me, the undersigned authority, Michelle L. Nielsen and Jennifer L. Haught, to me well known to be the person described in and who executed the foregoing instrument and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein set forth.

WITNESS by hand and official seal the date last aforesaid.


A. Wayne Holland, Notary Public



A. Wayne Holland
MY COMMISSION # CC898847 EXPIRES
March 30, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

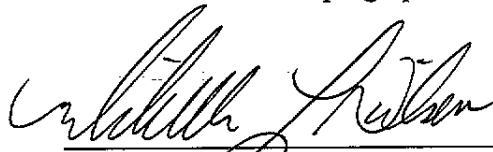
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

That SMARTY PANTS LEARNING CENTER, INC..., desires to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation, in the City of Seminole, Pinellas County, Florida, and has names Michelle L. Nielsen, 8888 95th Street N, Seminole, FL 34647, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act of keeping open said office.

Dated April 30, 2000.


Michelle L. Nielsen, Registered Agent

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00 MAY -2 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA