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August 10, 2000

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State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Cub City Learning Center, Inc.

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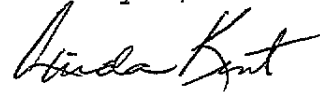
*****78.75 *****78.75

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent for the above referenced corporation. Please file these Articles and return a certified copy to this office. A check in the amount of \$78.75 is enclosed to cover the following charges:

Filing fee	\$35.00
Certified copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$78.75

Thank you,



LINDA KENT
Legal Assistant
Enclosures
cc: Client

FILED
00 AUG 14 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
CUB CITY LEARNING CENTER, INC.

FILED
00 AUG 14 PM 3: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME.

The name of this corporation is CUB CITY LEARNING CENTER, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS.

The principal place of business shall be:

204 South Commerce Avenue, Sebring, Florida 33870

The mailing address of this corporation shall be:

204 South Commerce Avenue, Sebring, Florida 33870

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws adopted by the stockholders, but shall

never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the initial directors of this Corporation are:

KENNETH PALMERTON
204 South Commerce Avenue, Sebring, Florida 33870

TAMMY PALMERTON
204 South Commerce Avenue, Sebring, Florida 33870

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Tammy Palmerton
204 South Commerce Avenue
Sebring, Florida 33870

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR.

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

KENNETH PALMERTON
204 South Commerce Avenue, Sebring, Florida 33870

ARTICLE X. AMENDMENT

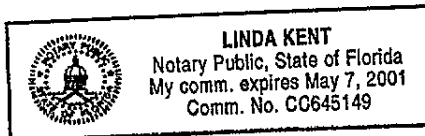
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 10th day of August, 2000.


KENNETH PALMERTON

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 10th day of August, 2000, by KENNETH PALMERTON who is personally known to me or who has produced for identification His drivers license (type of identification) and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.




Notary Public LINDA KENT
My commission expires: MAY 7, 2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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:

CUB CITY LEARNING CENTER, INC.

2. The name and address of the registered agent and office is:

Tammy Palmerton
204 South Commerce Avenue
Sebring, Florida 33870

Signature Tammy Palmerton

Title: Vice-President and Secretary

Date 8-10-00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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.

Signature Tammy Palmerton
TAMMY PALMERTON

Date 8-10-00

FILED
00 AUG 14 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA