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September 5, 2000

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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

RE: Articles of Incorporation - Children's Center for Learning, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for the Children's Center for Learning, Inc.. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Please feel free to call me if you have any questions.

Sincerely,


CURTIS W. BRANNON

CWB/wrp

Enclosures: As stated

cc: Dee Pina

FILED
00 SEP 11 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
CHILDREN'S CENTER FOR LEARNING, INC.**

FILED
00 SEP 11 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME: The name of this corporation is CHILDREN'S CENTER FOR LEARNING, INC.
and the principal place of business shall be at 3 NE Eglin Parkway, Ft. Walton Beach, Florida 32548.

ARTICLE II.

DURATION: The corporation shall exist perpetually.

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by the corporation shall be one thousand (1000) shares of common stock with a par value of ten (\$10.00) Dollars per share. The

whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than Ten Thousand Dollars (\$10,000.00).

ARTICLE VI.

SHAREHOLDER'S RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation in the State of Florida is 480 Rush Park Circle, Mary Esther, FL 32569. The Board of Directors may, from time to time, move the principal office to any other address. in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is LEOLA D. PINA, 480 Rush Park Circle, Mary Esther, FL 32569.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
LEOLA D. PINA	480 Rush Park Circle	President/Vice
	Mary Esther, FL 32569	President

ARTICLE XI

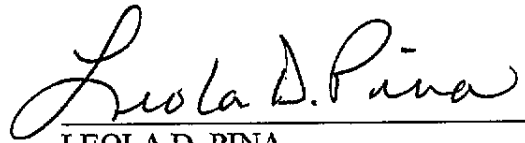
INCORPORATION: The name and address of the Incorporator signing these Articles of Incorporation is LEOLA D. PINA, Rush Park Circle, Mary Esther, FL 32569.

ARTICLE XII

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII

AMENDMENTS: 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 shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.

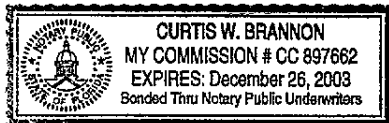

LEOLA D. PINA

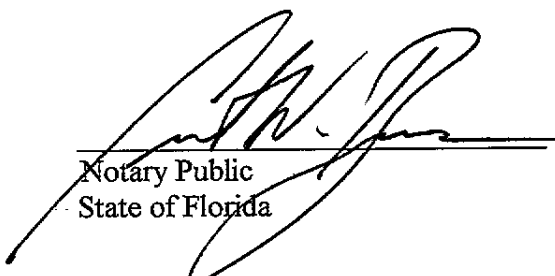
__ STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LEOLA D. PINA, to me known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this the 5th day of September, 2000.





Notary Public
State of Florida

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that **CHILDREN'S CENTER FOR LEARNING, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3 NE Eglin Parkway, Ft. Walton Beach, FL 32548 has named LEOLA D. PINA, located at 480 Rush Park Circle, Mary Esther, Florida 32569, as its agent to accept service of process within Florida.

Dated this 5th day of September, 2000.


LEOLA D. PINA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, LEOLA D. PINA, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.


LEOLA D. PINA