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TRANSMITTAL LETTER

September 20, 2000

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

FILED
00 SEP 27 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

From: Fardean A. Alcott
381 Meadow Beauty Terrace
Sanford, FL 32771
(407) 321-1422

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

Re: THE LEARNING LINK TUTORING CENTERS, INC.

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for the above referenced company. Also enclosed is a check in the amount of \$78.75 for the filing fee as well as a Certified Copy.

Please return the certified copy of the Articles along with the assigned document number at your earliest convenience.

Please call me if you have any questions or require any additional information. Thank you.

Sincerely,



Fardean A. Alcott

FAA/pfg

Enclosures

F. CHESSEY SEP 29 2000

ARTICLES OF INCORPORATION
OF
THE LEARNING LINK TUTORING CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to Chapter 607 and 621 Florida Statutes (F.S.), hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

THE LEARNING LINK TUTORING CENTERS, INC.

ARTICLE II. PLACE OF BUSINESS

The principal place of business and the mailing address of the corporation shall be:

3005 W. Lake Mary Blvd., Suite 110
Lake Mary, Florida 32746

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 100 shares of \$1.00 par value stock, which shall be designated common shares.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator signing this Certificate of Incorporation is:

Name:

Address:

Fardean A. Alcott

381 Meadow Beauty Terrace
Sanford, Florida 32771

ARTICLE VII. BYLAWS

The Board of Directors of the corporation shall have the power to adopt, alter, amend or repeal bylaws, but such express authorization shall not divest the stockholders of the same power.


ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of SEPTEMBER 2000.


Fardean A. Alcott (Incorporator)

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is THE LEARNING LINK TUTORING CENTERS, INC.
2. The name and address of the registered agent and office is:

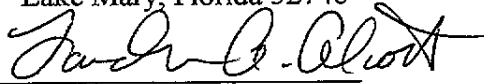
Registered Agent:

Annette L. Alcott

Registered Office:

3005 W. Lake Mary Blvd., Suite 110
Lake Mary, Florida 32746

Signature



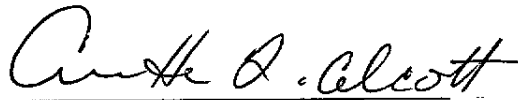
Fardean A. Alcott (Incorporator)

Date

SEPT. 20, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature



Annette L. Alcott (Registered Agent)

Date

9/20/00

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TALLAHASSEE, FLORIDA