

ARTICLES OF INCORPORATION
OF
FUTURE DUCKLINGS LEARNING CENTER, INC.

ARTICLE I -- NAME

The name of this corporation is **FUTURE DUCKLINGS LEARNING CENTER, INC.**

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-- CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1794 Rogero Road, Jacksonville, FL 32211 and the name of the initial registered agent of this corporation is Iona K. Coates.

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TALLAHASSEE
SECRETARY OF STATE

ARTICLE VII-- INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the corporation and shall be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

**TERWYLA SURENCY - 12951 Chelsea Harbor Drive S.,
Jacksonville, FL 32224**

ARTICLE VIII-- INCORPORATORS

The name and address of the Incorporator signing these articles is:

**TERWYLA SURENCY - 12951 Chelsea Harbor Drive S.,
Jacksonville, FL 32224**

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--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

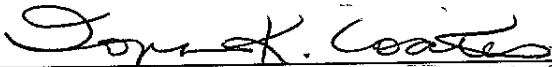
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of NOVEMBER, 2000.


TERWYLA SURENCY

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, **TERWYLA SURRENCY** personally appeared known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county above, this 16th day of NOVEMBER, 2000.



Notary Public, State of Florida



Iona K Coates
My Commission CC617368
Expires February 17, 2001

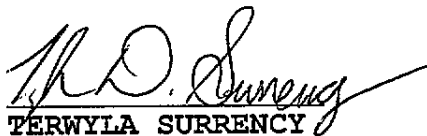
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

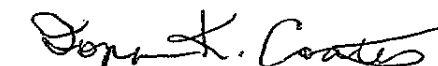
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that **FUTURE DUCKLINGS LEARNING CENTER, INC.** desiring to organize and/or qualify under the laws of the State of Florida, with its principle place of business at **4218 Blanding Blvd. -Suite 102, Jacksonville, FL 32210** has named Iona K. Coates, located at 1794 Rogero Road, Jacksonville, FL 32211 its agent to accept service of process within Florida.

Dated 11/16/00


TERWYLA SURRENCY

Having been named to accept service of process for the above named 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 performance of my duties.


Iona K. Coates
Registered Agent

SIGNED AND SWORN TO: This 16th day of 2000.