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LAW OFFICE OF
CASSELS & McCALL

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April 17, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: LITTLE LEARNERS, INC.
Our File No: 9649

FILED
2001 APR 23 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for the above referenced corporation along with a copy of same. Also enclosed is our firms's check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating Registered Agent	\$35.00

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

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,



Laura Ann McCall

LAM/sw

Enclosures: As stated.

cc: Linda Connelly without enclosures.

✓
gf 4/24/01

ARTICLES OF INCORPORATION
OF
LITTLE LEARNERS, INC.

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2001 APR 23 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be LITTLE LEARNERS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class.

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

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) natural persons who are not non-resident aliens.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be: 1306 Southwest 2nd Avenue, Okeechobee, Florida 34974. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is four (4), which number may be increased or decreased pursuant to the bylaws of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

ROBINETTE J. LAMB	1801 SW 7 th Avenue Okeechobee, FL 34974
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MICHELLE L. CONNELLY	1801 SW 7 th Avenue Okeechobee, FL 34974
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JAMIE L. CONNELLY	588 SE 36 th Terrace Okeechobee, FL 34974
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LINDA S. CONNELLY	588 SE 36 th Terrace Okeechobee, FL 34974
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ARTICLE VII. DIRECTORS REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. STOCKHOLDERS MEETINGS

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote the majority of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of a majority of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X. DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is: LINDA CONNELLY of 588 SE 36th Terrace, Okeechobee, Florida 34974.

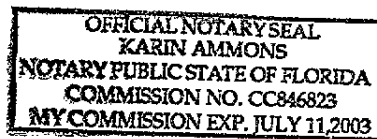

LINDA CONNELLY, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 17th day of April, 2001, LINDA CONNELLY designated above as the individual who shall serve as the Corporation's incorporator, () who is personally known to me, or () who has produced DLC540-520-53834-0 as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of LITTLE LEARNERS, INC..

Karin Ammons
Signature of NOTARY PUBLIC

Karin Ammons
Printed Name of NOTARY PUBLIC
My commission expires:



CONSENT OF REGISTERED AGENT TO ACCEPT SERVICE

I, LINDA CONNELLY, hereby agree to be the registered agent for **LITTLE LEARNERS, INC.** and further hereby agree to accept any and all service of process for the said corporation addressed to the registered agent at 588 SE 36th Terrace, Okeechobee, Florida 34974. 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 duties, responsibilities and obligations of my position as registered agent for LITTLE LEARNERS, INC.

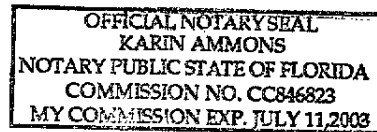

LINDA CONNELLY, Registered Agent

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 17th day of April, 2001, LINDA CONNELLY designated above as the individual who shall serve as the Corporation's initial registered agent, () who is personally known to me, or (X) who has produced DL as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing this Consent of Registered Agent for LITTLE LEARNERS, INC..


Signature of NOTARY PUBLIC

Karin Ammons
Printed name of NOTARY PUBLIC
My commission expires:



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