

PO1000066828

THE LEARNING FACTORY, INC.

621 Kraft Avenue

Panama City, FL 32401

850-213-8062

FILED
01 JUL -2 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 22, 2001

Secretary of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

(850) 488-9000

RE: THE LEARNING FACTORY, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$87.50, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

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*****87.50 *****87.50

Glenda K. Cunningham

President

/gfh

Glenda K. Cunningham

Enclosures: As stated

D. BROWN JUL 29 2001

ARTICLES OF INCORPORATION
OF
THE LEARNING FACTORY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is THE LEARNING FACTORY, INC.

ARTICLE TWO

Corporate Duration

The duration of the corporation is perpetual.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. CHILD CARE FACILITY
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE
Registered Office and Agent

The street address of the initial registered office of the corporation is 621 KRAFT AVENUE,
PANAMA CITY, FL 32401, and the name of its initial registered agent at such
address is GLEND A F. HANSON. The principal place of business is the same as
the registered office.

ARTICLE SIX
Directors

The number of directors constituting the initial board of directors of the corporation is 2.
The name and address of each person who is to serve as a member of the initial board of directors
is:

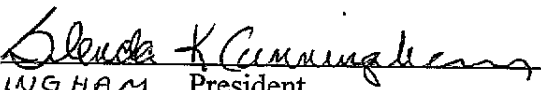
<u>Name</u>	<u>Address</u>
Glenda K. CUNNINGHAM	105 SOUTH GAY AVE. PANAMA CITY, FL 32404
Glenda F. HANSON	7832 CLUSTER ROAD PANAMA CITY, FL 32404

ARTICLE SEVEN
Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Glenda K. CUNNINGHAM	105 South Gay Ave. PANAMA CITY, FL. 32404
GLEND A F. HANSON	7832 CLUSTER ROAD PANAMA CITY, FL 32404

Executed by the undersigned on this 22 day of JUNE, 2001.


GLEND A K. CUNNINGHAM, President

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this day of June 21st, 2001, personally appeared Glenda N. Cunningham to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced military dependant ID as identification.

WITNESS my hand and official seal the date aforesaid.



Heike R. Triplett
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this day of June 21st, 2001, personally appeared Glenda Faye Hanson to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced Florida Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.



Heike R. Triplett
NOTARY PUBLIC

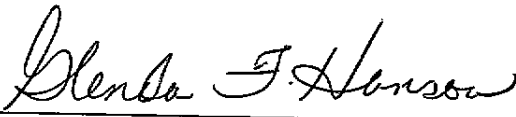
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 THE LEARNING FACTORY, INC.
2. The name and address of the registered agent and office is:
GLENDA F. HANSON
621 KRAFT AVE, PANAMA CITY, FL. 32401

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.


GLENDA F. HANSON, Registered Agent