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TRANSMITTAL LETTER

September 26, 2001

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT - 1 PM 3:36

Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

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-10/02/01--01017--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SILVER STAR LEARNING CENTER, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certified of Status

FROM: UCR ASSOCIATES, INC.

Name (printed or typed)

6500 Forest City Road

Address

Orlando, FL 32810

City, State & Zip

(407) 523-0020

Daytime Telephone number

F. CHESSET

OCT 2 2001

**ARTICLES OF INCORPORATION  
OF  
SILVER STAR LEARNING CENTER, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OCT - 1 PM 3:39

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**SILVER STAR LEARNING CENTER, INC**

**ARTICLE II. NATURE OF BUSINESS**

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

The activities may include but not be limited to child care industry and any other activities related to child care business.

To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw make accept endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

To purchase or otherwise acquire, to own, hold, use, enjoy, sell, assign and transfer, exchange or otherwise dispose of, deal in, or deal with personal property of every kind and description without limit as to the amount thereof and wherever the same may be situated.

To borrow and to loan money, to give and to receive evidence of indebtedness and security therefore: to draw, make, accept, endorse, execute and issue promissory notes,

every kind and secure any or all obligations of the corporation by mortgage and deed or otherwise.

### ***ARTICLE III. CAPITAL STOCK***

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: Five Thousand ( 5,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other from deem satisfactory by the board of directors.

### ***ARTICLE IV. INITIAL CAPITAL***

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

### ***ARTICLE V. TERM OF EXISTENCE***

The corporation is to exist perpetually unless dissolved by law.

### ***ARTICLE VI. ADDRESS***

The initial street address of the principal office of the corporation in the State of Florida shall be located at:1878 Ancient Oak Drive, Ocoee, Florida 34761. The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

### ***ARTICLE VII. DIRECTORS***

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but

shall never be less than one. The names and addresses of the initial directors of the corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Augustina A. Peasah-Opong	1878 Ancient Oak Drive, Ocoee, FL 34761
Jerkyl Y.Opong	1878 Ancient Oak Drive, Ocoee , FL 34671

#### **ARTICLE VIII. DIRECTORS' POWERS**

The board of directors shall have the power to fix or change salaries of the directors, as directors and as officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

#### **ARTICLE IX. SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Augustina Peasah-Opong	1878 Ancient Oak Drive, Ocoee, FL 34761

#### **ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent to accept service of process on behalf of the corporation in the State of Florida is: Augustina A. Peasah-Opong, 1878 Ancient Oak Drive, FL 34761.

#### **ARTICLE XI. INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any

proceedings to which he or she may be a party, or in which he or she may become involved by reason of his or her employment, or by reason of him or her being or having been a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

#### **ARTICLE XII. PREEMPTIVE RIGHTS**

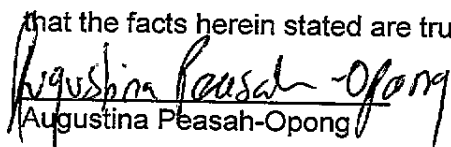
Every shareholder, upon sale for cash of any new stocks of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to the others.

#### **ARTICLE XIII. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, have hereunto set her hand and seal, this 25 day of September, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Article of Incorporation and certify

that the facts herein stated are true.

  
Augustina Peasah-Opang

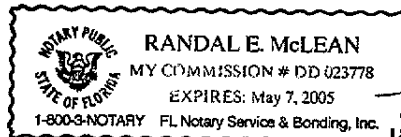
STATE OF FLORIDA

COUNTY OF

Orange

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared Augustina A. Peasah-Opong to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the subscribed to these Articles of Incorporation.

Sworn to and subscribed before me this 25<sup>th</sup> day of Sept., 2001



[Signature]  
Notary Public, State of Florida

Identification FLA DL. P215 00165 5220

My Commission Expires: 5/7/2005

**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 in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

<sup>STAR</sup>  
**SILVER LEARNING CENTER, INC.**

2. The name and address of the registered agent and office is:

Augustina Opong 1878 ancient Oak Drive, Ocoee, FL 34761

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 THE CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS.

  
Signature - Registered Agent

Date

9/25/01

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