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December 14, 2001

Corporate Specialist Supervisor
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

Re: ABC'S and 123's Learning Center of Chiefland, Inc.

100004728281--8
-12/17/01--01046--019
*****78.75 *****78.75

Dear Ms. Register:

Please find enclosed herewith, an original and one copy of the ARTICLES OF INCORPORATION, DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT for a Florida Corporation, and a check for:

☐ \$70.00
Filing Fee

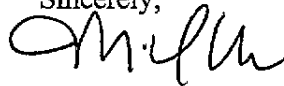
☐ \$78.75
Filing Fee &
Certificate of Status

☒ \$78.75
Filing Fee &
Certified Copy*

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

Should you have any questions, please call our office at (352) 493-2525. Thank you for your assistance in this matter.

Sincerely,



Michael Koch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 17 AM 11:07

* Additional copy enclosed.
Enclosures

F. CHESSEK DEC 18 2001

ARTICLES OF INCORPORATION
OF
ABC'S & 123'S LEARNING CENTER OF CHIEFLAND, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is ABC'S & 123'S LEARNING CENTER OF CHIEFLAND, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 12331 N. W. 62 Avenue, Chiefland. The mailing address of the corporation is P. O. Box 2161, Chiefland, FL 32644.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
CORPORATE STOCK

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12331 N. W. 62 Avenue, Chiefland, FL 32626, and the name of its initial registered agent at such address, is IVONNE Y. CROSBY.

ARTICLE SIX
DIRECTORS

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of this corporation, the act of the stockbrokers representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the corporation. Each stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by her or him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

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ARTICLE SEVEN
INCORPORATORS

The name and address of the incorporator is as follows:

Name

Address

Paula L. Williams

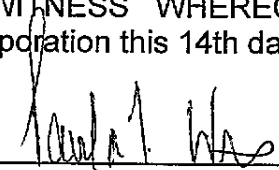
P. O. Box 1876
Trenton, FL 32693

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STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 DEC 17 AM 11:07

ARTICLE EIGHT
INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of December, 2001.


Name: PAULA L. WILLIAMS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ABC'S & 123'S LEARNING CENTER OF CHIEFLAND, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: IVONNE Y. CROSBY

Date: December 14, 2001

STATE OF FLORIDA
COUNTY OF LEVY


I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared IVONNE Y. CROSBY to me known to be the person described herein and who executed the foregoing and She acknowledged before me that She executed the same and She is personally known to me or produced _____ as identification; and that an oath was not taken.

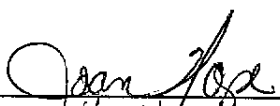
WITNESS my hand and official seal in the County and State last aforesaid this 14th day of December, 2001.

(SEAL)



Kathleen Joan Hope
MY COMMISSION # CC944747 EXPIRES
August 28, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public


Kathleen Joan Hope