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BRADSHAW & MOUNTJOY, P.A.

ATTORNEYS AT LAW

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December 18, 2001

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

600004732206--4
-12/19/01--01018--018
122.50 **78.75

Re: Stanley Learning Center of Hernando County, Inc.

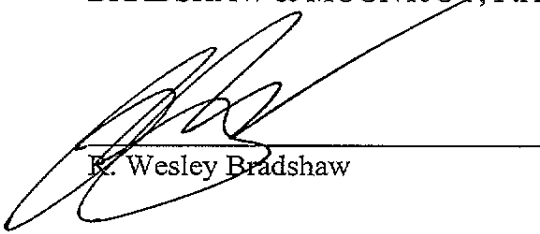
Gentlemen:

Enclosed are my firms check for \$122.50 and the original Articles of Incorporation for the above-referenced corporation. Please file same and return a certified copy to me at the address shown above.

If you have any questions, please do not hesitate to contact me at my office.

Sincerely,

BRADSHAW & MOUNTJOY, P.A.



R. Wesley Bradshaw

RWB/mc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. BLALOCK DEC 20 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

STANLEY LEARNING CENTER OF HERNANDO COUNTY, INC.

The undersigned incorporator(s), for the purpose of forming under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be - **Stanley Learning Center of Hernando County, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the corporation is at 16435 Spring Hill Drive, Spring Hill, Florida. The mailing address of the corporation is 3251 S. Cygnet Pt., Inverness, Florida 34450.

ARTICLE III - AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of common stock having par value of \$1.00. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable, either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office is at 209 Courthouse Square, Inverness, Florida. The name of the initial registered agent at that address is R. Wesley Bradshaw.

ARTICLE V - INCORPORATOR(S)

The names and addresses of the incorporators are:

Debra Stanley
3251 S. Cygnet Pt.
Inverness, Florida 34450

David Stanley
3251 S. Cygnet Pt.
Inverness, Florida 34450

ARTICLE VI - DURATION

The period of existence of the corporation is perpetual.

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of members. The names and addresses of the first board of directors are:

Debra Stanley
3251 S. Cygnet Pt.
Inverness, Florida 34450

David Stanley
3251 S. Cygnet Pt.
Inverness, Florida 34450

ARTICLE VIII - PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of educational tutoring.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above, including but not limited to the following:

- a. To sue and be sued, complain, and defend in its corporate name;
- b. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- c. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- d. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- e. To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;
- f. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- g. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

h. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

i. To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

j. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

k. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

l. To make donations for the public welfare or for charitable, scientific, or educational purposes;

m. To transact any lawful business that will aid governmental policy;

n. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

o. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

p. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

q. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE IX - PREEMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the

corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this the 18th day of December, 2001.

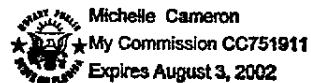
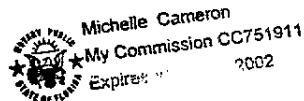
Debra Stanley
DEBRA STANLEY

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 18th day of December, 2001.

Michelle Cameron
NOTARY PUBLIC
My Commission Expires:

Personally Known
 Produced _____
as Identification.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles, 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.

Dated: 12/18/01



R. WESLEY BRADSHAW
Registered Agent