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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 19, 2002

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

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BROWN BEARS LEARNING ACADEMY, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

Lennie Brown
LENNIE BROWN

CB321

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN BEARS LEARNING ACADEMY, INC.

ARTICLE I. NAME

The name of this corporation is
BROWN BEARS LEARNING ACADEMY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, 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.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 158 Chicory Ave. NE, Palm Bay, FL, 32907 and the name of the initial registered agent of this corporation at that address is GAIL D. PRESSLEY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

SARAH J. BROWN	LENNIE BROWN
696 NE Abeto St.	696 NE Abeto St.
Palm Bay, FL 32905	Palm Bay, FL 32905

TIMOTHY GADSON
4721 NE 3rd Ave.
Pompano, FL 33064

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 151 Eber Rd., Melbourne, FL 32901, and the mailing address of the corporation is 151 Eber Rd., Melbourne, FL 32901.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these articles are:

LENNIE BROWN
696 NE Abeto St.
Palm Bay, FL 32905

ARTICLE X. AMENDMENTS

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

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 19th day of March, 2002.

Lennie Brown
LENNIE BROWN

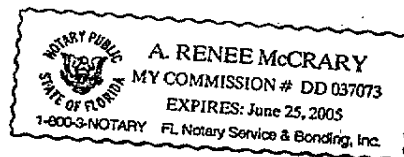
STATE OF FLORIDA
COUNTY OF BREVARD

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 LENNIE BROWN to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of March, 2002.

FL/D

A. Renee McCrary
Notary Public



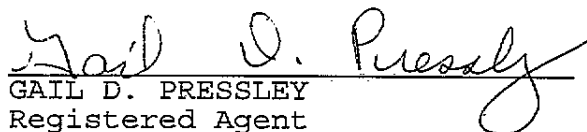
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That BROWN BEARS LEARNING, INC., desiring to organize
under Statutes of the State of Florida, with its principal
office at 151 Eber Rd., Melbourne, Florida 32901, has
named GAIL D. PRESSLEY, located at 158 Chicory Ave. NE, Palm
Bay, Florida 32907 as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


GAIL D. PRESSLEY
Registered Agent