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*Albert C. Eaton*  
*Attorney and Counselor at Law*  
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Orlando, Florida 32803

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May 7, 2002

Florida Department of State  
Division of Corporations  
ATTENTION: Domestic Charter  
Post Office Box 6327  
Tallahassee, Florida 32314

100005501001--0  
-05/09/02--01065--008  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation  
Center for Therapy and Learning, Inc.

Dear Sir:

Enclosed are original and one copy of the Articles as above captioned, and our check in the amount of \$122.50, representing:

Filing Fee	\$35.00
Resident Agent Designation	\$35.00
Certified Copy	\$52.50

When the Articles have been processed, we would appreciate the return of the certified copy to our attention.

Thank you for your consideration in this matter.

Sincerely,



Albert C. Eaton

ACE/as  
Enclosures

2602 MAY - 9 PM 6: 04  
SEC. OF STATE  
TALLAHASSEE FLORIDA

5/13/02

ARTICLES OF INCORPORATION  
OF

2002 MAY -9 PM 6: 04

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CENTER FOR THERAPY AND LEARNING, INC.

The undersigned, being a natural person, competent to contract and for the purpose of forming a corporation for profit under the Florida General Corporation Act, does hereby adopt the following articles of incorporation

ARTICLE I

NAME

The name of the Corporation is:

CENTER FOR THERAPY AND LEARNING, INC..

ARTICLE II

DURATION

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE OR PURPOSES

The purpose or purposes for which this Corporation is organized are to engage in any or all lawful business or trade which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on and as permitted under the Florida General Corporation Act.

#### ARTICLE IV

##### CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class designated as "Common Stock" and shall have a par value of ONE DOLLAR (\$1.00) per share.

#### ARTICLE V

##### REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered agent of the Corporation is 1516 East Colonial Drive, Suite 100-E, Orlando, Florida 32803, and the name of its initial registered agent at such address is ALBERT C. EATON. The street address of the initial principal office of the Corporation is 8137 Bellshire Drive, Orlando, Florida 32835.

#### ARTICLE VI

##### DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. 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>
Millard H. Tryon	8137 Bellshire Drive Orlando, FL 32835
Mark Hoefling	413 Oak Hill Drive Altamonte Springs, FL 32701
June Hoefling	413 Oak Hill Drive Altamonte Springs, FL 32701

ARTICLE VII  
INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Millard H. Tryon	8137 Bellshire Drive Orlando, Florida 32835
Mark Hoefling	413 Oak Hill Drive Altamonte Springs, FL 32701
June Hoefling	413 Oak Hill Drive Altamonte Springs, FL 32701

Executed by the undersigned at Orlando, Orange County, Florida, on the 2<sup>nd</sup> day of MAY, 2002.

Millard H. Tryon  
MILLARD H. TRYON  
Incorporator

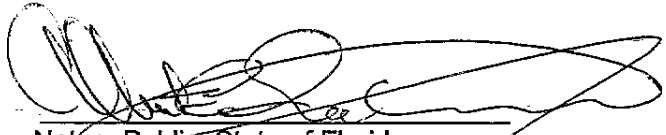
Mark Hoefling  
MARK HOEFLING  
Incorporator

June Hoefling  
JUNE HOEFLING  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments and oaths, personally appeared MILLARD H. TRYON, MARK HOEFLING, AND JUNE HOEFLING who are known to me or who have produced N/A as identification, who did not take an oath, who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS MY HAND and official seal in the County and State aforesaid, this 7<sup>th</sup> day of May, 2002.

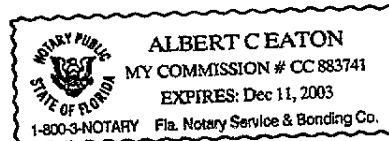


Notary Public, State of Florida

ALBERT C. EATON

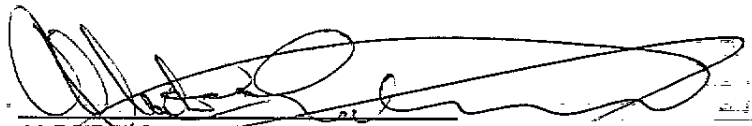
Printed Name

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation of initial Registered Agent of CENTER FOR THERAPY AND LEARNING, INC., that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ALBERT C. EATON  
1516 East Colonial Drive, Suite 100-E  
Orlando, FL 33803

2002 MAY -9 PM 6:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA