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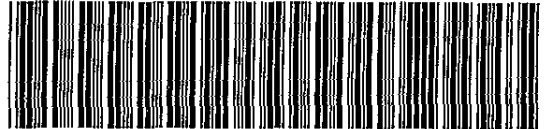
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CHARLES L. HENDLEY
ATTORNEY AND COUNSELOR AT LAW

2201 San Diego Avenue
P.O. Box 3485
Fort Pierce, FL 34948

(561) 465-5106
Fax (561) 461-4595

November 27, 2002

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Wings Educational Services, Inc. along with the filing fee. Kindly forward the certified copy of Articles of Incorporation to Charles L. Hendley, P.O. Box 3485, Fort Pierce, FL 34948.

Sincerely,

A handwritten signature in cursive script, appearing to read "C. Hendley", written over a horizontal line.

Charles L. Hendley

ARTICLES OF INCORPORATION
OF
WINGS EDUCATIONAL SERVICES, INC.

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ARTICLE I- NAME

The name of this Corporation is WINGS EDUCATIONAL SERVICES, INC.

ARTICLE II- DURATION

The Corporation shall have perpetual existence.

ARTICLE III- PURPOSE

The purpose of this Corporation is to provide all children with the resources required to gain a firm foundation in academic concepts. This Corporation through audio and visual productions will target fundamental skills required for children obtain optimal success. The Corporation shall utilize any and all lawful means to achieve its objectives, and it shall engage in any other activity or business permitted under the Laws of the United States and the state of Florida.

ARTICLE IV- CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be, 6038 Indrio Road, S-2, Fort Pierce, Florida 34951, and the initial agent of this Corporation at such office shall be NICOLE PRYOR, and upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect

to keeping an office open for Service of Process.

The Corporation's principal office is located at, 6038 Indrio Road, S-2, Fort Pierce, Florida 34951 and its mailing address is the same.

ARTICLE VI- INITIAL OFFICERS AND BOARD OF DIRECTORS

The initial Board of Directors shall consists of members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than 1 nor more than 3. The names and addresses of the initial and Officers and Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
NICOLE PRYOR	6038 Indrio Road, S-2 Fort Pierce, Florida 34951

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

The election of Officers and Directors shall be annually by a two-third vote of stockholders and as provided for in the bylaws of the Corporation.

ARTICLE VIII - CORPORATE POWERS

The enumeration of powers herein does not limit the powers of this Corporation, and in addition to these powers, said corporation shall have all other lawful powers not inconsistent with these powers.

ARTICLE IX- INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
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NICOLE PRYOR

6038 Indrio Road, S-2
Fort Pierce, Florida 34951

Nicole L. Pryor
NICOLE PRYOR, Incorporator

STATE OF FLORIDA

COUNTY OF ST. LUCIE

The foregoing Articles of Incorporation of WINGS EDUCATIONAL SERVICES, INC.
were acknowledged before me this 27th day of November, 2002 by NICOLE PRYOR
as incorporator.



RUBY DARRISAW
MY COMMISSION # DO 001460
EXPIRES: March 28, 2006
Bonded Thru Budget History Services

Ruby Darrisa
NOTARY PUBLIC, STATE OF FLORIDA
RUBY DARRISAW

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WINGS EDUCATIONAL SERVICES, INC., at the place designated in the Articles of Incorporation, NICOLE PRYOR agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this 27th day of November, 2002.

Nicole L. Pryor
NICOLE PRYOR

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