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12/13/02--01031--007 \*\*78.75

FILED  
02 DEC 16 PM 3:05  
SEC 100  
TALLAHASSEE FLORIDA

***Carousel Learning of Brevard III, Inc.  
255 Malabar Road  
Palm Bay, Florida 32907***

December 10, 2002

Division of Corporations  
Secretary of State  
The Capitol  
Tallahassee, FL 32304

Dear Sir:

Enclosed is the Articles of Incorporation for Carousel Learning of Brevard III, Inc. at 255 Malabar Road, Palm Bay, Florida 32907, together with a check in the amount of \$78.75 to cover the following filing fees:

Profit Corporation Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$78.75

Thank you for your prompt attention to this filing.

Very truly yours,



John Dawson

Enclosures: Articles (2)  
Check

**EFFECTIVE DATE**  
12-13-2002

**FILED**

02 DEC 16 PM 3:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

**Carousel Learning of Brevard III, Inc.**

ARTICLE I - NAME

The name of the corporation is Carousel Learning of Brevard III, Inc. at 255 Malabar Road, Palm Bay, Florida 32907 (Principal Office of Registered Agent).

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of Carousel Learning of Brevard III, Inc. is 255 Malabar Road, Palm Bay, Florida 32907 and the name of the initial registered agent of this corporation at that address is John Dawson.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of the corporation is:

John Dawson  
255 Malabar Road  
Palm Bay, Florida 32907

#### ARTICLE IX - INCORPORATORS

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

John Dawson  
255 Malabar Road  
Palm Bay, Florida 32907

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation".

  
\_\_\_\_\_  
Signature

#### ARTICLE X - BYLAWS

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

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIII - AMENDMENT

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 DEC 16 PM 3:05

FILED

ARTICLE XIV - INITIAL ISSUE OF CORPORATION STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set forth opposite the name;

John Dawson

500 Shares

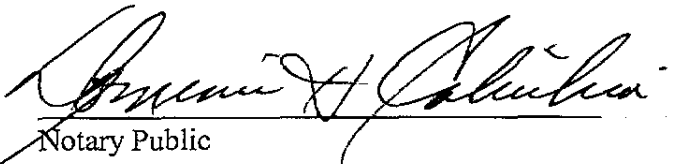
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of December, 2002.

  
\_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared John Dawson, known to me to be the person executed the foregoing Articles of Incorporation and acknowledged before me that this person executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20th day of December 2002.

  
Notary Public



Domenic H. Calicchia  
Commission # CC 987129  
Expires Jan. 26, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.