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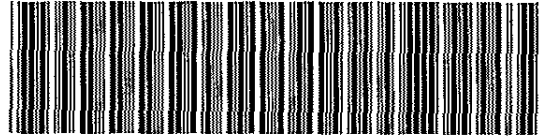
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/17

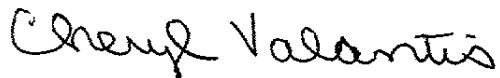
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: FLORIDA LEARNING ARTS, INC.

Enclosed are an original and one copy of the articles of incorporation and a check for \$78.75 for the filing fee and certified copy.

FLORIDA LEARNING ARTS, INC.
1501 NW 34th Place
Gainesville, FL 32605

Sincerely,

A handwritten signature in cursive script that reads "Cheryl Valantis".

Cheryl Valantis

ARTICLES OF INCORPORATION
OF
FLORIDA LEARNING ARTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

EFFECTIVE DATE
01-01-03

The name of the corporation shall be FLORIDA LEARNING ARTS, INC.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation shall be 1501 NW 34th Place, Gainesville, FL 32605.

ARTICLE III. EFFECTIVE DATE

The effective date of the corporation shall be January 1, 2003.

ARTICLE IV. DURATION

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock on one class only, having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED AGENT
AND STREET ADDRESS

The name and street address of the initial registered agent of this corporation is Cheryl Valantis, 1501 NW 34th Place, Gainesville, FL 32605.

ARTICLE VII. INCORPORATORS

The name and address of the incorporators are:

NAME

ADDRESS

Cheryl Valantis

1501 NW 34th Place
Gainesville, FL 32605

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, in accordance with by-laws adopted by the shareholders, provided that the corporation shall always have the minimum number of directors required by law.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME

OFFICE HELD

ADDRESS

Cheryl Valantis

President/Secretary

1501 NW 34th Place
Gainesville, FL 32605

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shares entitled to vote thereon.

The undersigned incorporators have executed these Articles of Incorporation this 11th day of December 2002.

Cheryl Valantis
Cheryl Valantis

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is FLORIDA LEARNING ARTS, INC.
2. The name and address of the registered agent and office is:

Cheryl Valantis
1501 NW 34th Place
Gainesville, FL 32605

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Cheryl Valantis
Cheryl Valantis

Department of State

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TALLAHASSEE, FLORIDA