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(Requestor's Name)

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(City/State/Zip/Phone #)

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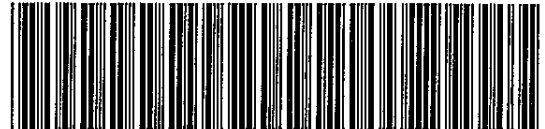
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 FEB 25 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RA.
~~11/22/02 22390~~



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 13, 2002

A & M ACCOUNTING SOLUTIONS
740 FLORIDA CENTRAL PARKWAY
STE 2012
LONGWOOD, FL 32750

SUBJECT: BENEKIN'S OASIS OF LOVE LEARNING CENTER INC.
Ref. Number: W02000032382

We have received your document for BENEKIN'S OASIS OF LOVE LEARNING CENTER INC.. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 602A00061561

To Whom It May Concern:

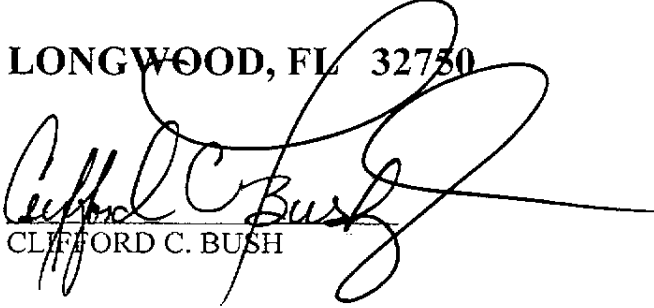
If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. Angelo Brooks at 407-332-8700 Extension 1. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

A & M ACCOUNTING SOLUTIONS

740 FLORIDA CENTRAL PKWY STE. 2012

LONGWOOD, FL 32750



CLIFFORD C. BUSH

ARTICLES OF INCORPORATION

ARTICLE I = NAME

The Name of this Corporation is: BENEKIN'S OASIS OF LOVE LEARNING CENTER INC.

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TALLAHASSEE, FLORIDA

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is: 1101 N. POWERS DRIVE
ORLANDO, FL. 32818

The initial registered agent is whose physical address is: CLIFFORD C. BUSH 1101 N. POWERS DRIVE
ORLANDO, FL. 32818

The registered address is: 1101 N. POWERS DRIVE ORLANDO, FL. 32818

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors. CLIFFORD C. BUSH- PRESIDENT
WONYA D. LAWRENCE, V.P. AND SECRETARY/TREASURER

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of Incorporation is CLIFFORD C. BUSH
1101 N. POWERS DRIVE, ORLANDO, FL. 32818

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

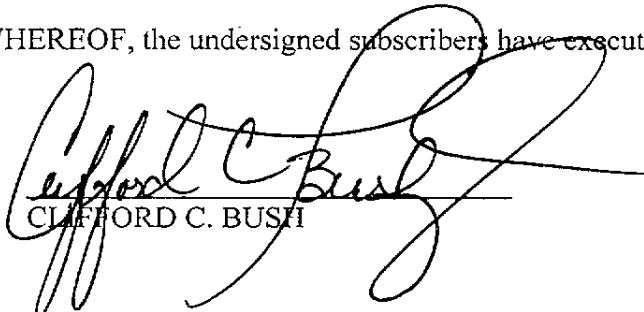
ARTICLE X = INDEMNIFICATION

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

ARTICLE XI = AMENDMENT

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

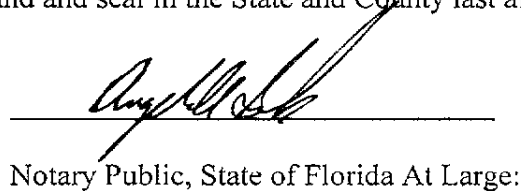
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this date: 10/17/02

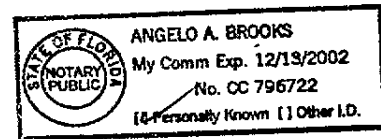

CLIFFORD C. BUSH

STATE OF FLORIDA)

COUNTY OF SEMINOLE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation. In witness whereof, I have hereunto set my hand and seal in the State and County last aforesaid, this date 08/08/02


Notary Public, State of Florida At Large:



My Commission Expires: December 13, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: BENEKIN'S OASIS OF LOVE LEARNING CENTER INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1101N. POWERS DR. ORLANDO FL 32818. STATE OF FLORIDA HAS NAMED CLIFFORD C. BUSH AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

REGISTERED AGENT: CLIFFORD C. BUSH

DATE: 10/17/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA