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SECRETARY OF STATE

Prepared by: Mark H. Hutchison, Esq. 1101 West First Street Sanford, Florida 32771

ARTICLES OF INCORPORATION OF UNLIMITED LEARNING, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is UNLIMITED LEARNING, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 504 ELLSWORTH STREET, ALTAMONTE SPRINGS, SEMINOLE COUNTY, FLORIDA 32701.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **One Thousand (1,000).**

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Bridget Zoltek, 504 Ellsworth Street, Altamonte Springs, Seminole County, Florida 32701.

ARTICLE V. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation is Bridget Zoltek, 504 Ellsworth Street, Altamonte Springs, Seminole County, Florida 32701.

ARTICLE VI. INITIAL OFFICERS AND DIRECTORS

The name and address of the initial officer and director of this corporation is Bridget Zoltek, 504 Ellsworth Street, Altamonte Springs, Seminole County, Florida 32701

ARTICLE VI. PURPOSE, POWERS AND TERM OF EXISTENCE

The corporation is organized for the purpose of engaging in all lawful business enterprises, is authorized to engage in all lawful business enterprises and with the same having a perpetual existence.

ARTICLE VII, AMENDMENTS

The corporation may amend its articles at any time to add, change any provision, or delete any provision not required by Florida Statute §607.0202, pursuant to the requirements set forth in Florida Statute §807.0202, 607.1002, and 607.1003.

	The undersigned has executed these	ARTICLE OF INCORPORATION on this 28^{+2}
day of	april , 2003.	Λ
		Sidast Maltik
		Bridget Zoltek, President, Secretary & Treasurer

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes § 607.0501, the undersigned corporation organized under the laws of the State of Florida, Submits the following statement in designating the registered office and registered agent in the State or Florida.

- 1. The name of the corporation is UNLIMITED LEARNING, INC.
- 2. The name of the registered agent is **BRIDGET ZOLTEK**.
- 3. The address of the registered agent is 504 Ellsworth Street, Altamonte Springs, Seminole County, Florida

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

By Bridget Zollek

SECRETARY DE STAT