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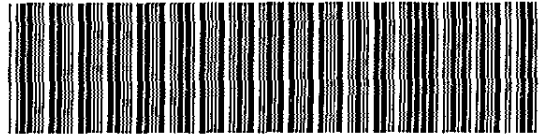
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William C. Malone, IV

ATTORNEY AND COUNSELOR AT LAW

1800 Pembroke Dr., Suite 300, Orlando, FL 32810
Telephone (407) 423-4040 Fax (407) 677-6729

December 3, 2003

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

RE: ACADEMIC ACHIEVERS LEARNING CENTER, INC.

Dear Secretary:

Enclosed please find the Articles of Incorporation of ACADEMIC ACHIEVERS LEARNING CENTER, INC., with a copy and a check in the amount of \$70.00.

Please date stamp the copy and return it to this office in the envelope provided.

Very truly yours,


WILLIAM C. MALONE, IV

WCM:wcm

Enclosures

ARTICLES OF INCORPORATION
OF
ACADEMIC ACHIEVERS LEARNING CENTER, INC.

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ARTICLE I. NAME

The name of this corporation shall be Academic Achievers Learning Center, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of common capital stock with a par value of \$1.00.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy of
Which Is on File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of

Directors is:

Diana Metzger, 13151 Royal Fern Drive, Orlando, FL 32828.

Mike Metzger, 13151 Royal Fern Drive, Orlando, FL 32828.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT & PRINCIPAL OFFICE

The address of this corporation's initial registered office is: 1800 Pembroke Drive, Suite 300, PMB 811, Orlando, FL 32810.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: William C. Malone, IV.

The address of this corporation's principal office is: 13151 Royal Fern Drive, Orlando, FL 32828.

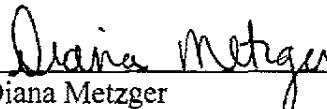
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:
Diana Metzger, 13151 Royal Fern Drive, Orlando, FL 32828.

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

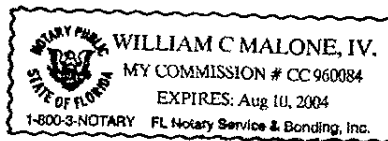
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal
on this 2 day of December, 2003.


Diana Metzger
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 2nd day of December, 2003,
by Diana Metzger, who is personally known to me and who did not take an oath.


William C. Malone, IV
NOTARY PUBLIC
Commission Expiration Date:
(seal)



ACCEPTANCE

Having been named as the Registered Agent, to accept service of process, within the State of Florida, for ACADEMIC ACHIEVERS LEARNING CENTER, INC., I hereby accept the designation as the Registered Agent and agree to act and serve in that capacity on behalf of ACADEMIC ACHIEVERS LEARNING CENTER, INC.

Accepted by 
William C. Malone, IV, Registered Agent