

P04000002930

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

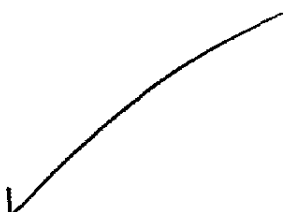


400025677214

12/23/03--01052--003 **70.00

EFFECTIVE DATE
01-01-04

FILED
03 DEC 23 AM 8:56
SECRETARY OF STATE
FALL ARKANSAS COUNTY



gk1/-

JOHN F. TOLSON, JR.

ATTORNEY AT LAW
The Concord Building
462 Kingsley Avenue, Suite 101
Orange Park, Florida 32073

REPLY TO:
P.O. BOX 655
ORANGE PARK, FL 32067-0655

PHONE (904) 269-0050
FAX (904) 269-6119

December 16, 2003

Department of State
Division of Corporations
409 East Gaines Street
PO Box 6327
Tallahassee, FL 32314-6327

Re: FOCUS ON LEARNING, INC.

Dear Sirs:

Enclosed are the original Articles of Incorporation for the above corporation and my firm check # 4637 in the amount of \$70.00 to cover costs as follows:

1. \$35.00 filing fee
2. \$35.00 designation of Registered Agent

EFFECTIVE DATE
01-01-04

I have also enclosed one copy of the Articles of Incorporation for date stamp certification by you and return to me in the self addressed stamped envelope provided herein.

If you have any questions, please give me a call.

Very truly yours,



John F. Tolson, Jr.

JFT,Jr./mcb
Enclosures

N:\Corporate\Focus on Learning\ltr to Soc State.wpd

ARTICLES OF INCORPORATION
OF
FOCUS ON LEARNING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of this corporation shall be:

FOCUS ON LEARNING, INC.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

462 Kingsley Ave., Suite 101
Orange Park, FL 32073

Mailing Address

117 Melanie Lane.
Middleburg, FL 32068

FILED
03 DEC 23 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-04

ARTICLE III - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$1,000.00), and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or between the holders of such shares.

ARTICLE IV - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850.

ARTICLE V - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence on January 1, 2004 when filed with Florida Secretary of State, The Division of Corporation.

ARTICLE VI - PREEMPTIVE RIGHTS AUTHORIZED

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment, thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, or real property or leases thereof, or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII - Initial Registered Agent and Address

The name and address of the initial registered agent is:

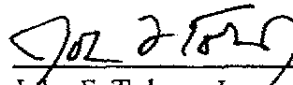
John F. Tolson, Jr.
462 Kingsley Avenue, Suite 101
Orange Park, FL 32073

ARTICLE VIII - Incorporator

The name and address of the initial incorporator to these Articles of Incorporation is:

John F. Tolson, Jr.
462 Kingsley Avenue, Suite 101
Orange Park, FL 32073

The undersigned has executed these Articles of Incorporation this 22nd day of Dec., 2003



John F. Tolson, Jr.
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

FOCUS ON LEARNING, INC.
2. The name and address of the Registered Agent and office is:

John F. Tolson, Jr.
462 Kingsley Ave., Suite 101
Orange Park, FL 32073



John F. Tolson, Jr.
Title: Incorporator
Date: December 22, 2003

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.



John F. Tolson, Jr.
Date: December 22, 2003