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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pat. al dno.
dfm 1/12/04

Leenette W. McMillan

Attorney-at-Law

Post Office Box 1388
Mayo, Florida 32066

Phone: 386-294-1688
Fax: 386-294-1689

December 30, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

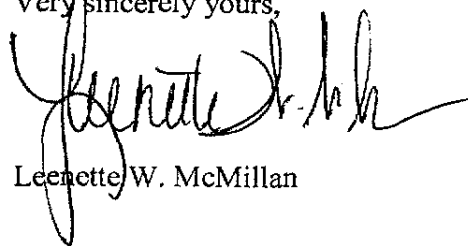
Re: Superstars Learning Center, Inc.

Dear Sir or Madam:

Enclosed for processing are an original and copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 to cover the necessary charges. Please return a certified copy of the Articles of Incorporation to my office at the above address.

If you have any questions, please feel free to contact my office. Thank you for your courtesy and assistance in this matter.

Very sincerely yours,



Leenette W. McMillan

LWM:mw

Enclosures

cc: client

ARTICLES OF INCORPORATION

OF

SUPERSTARS LEARNING CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles are in compliance with Chapter 607, F.S.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida General Corporation Act.

ARTICLE I

The name of the corporation shall be: **SUPERSTARS LEARNING CENTER, INC.**

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, State of Florida, and shall have perpetual existence.

ARTICLE III

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

Principal Place of Business:

204 S.W. Plant Avenue, Branford, Florida 32008

Mailing Address:

5860 S.E. County Road 500, Branford, Florida 32008

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares having an individual par value of \$1.00 per share.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

LEENETTE W. MCMILLAN
124 North Fletcher Avenue
Mayo, Florida 32066

ARTICLE VII

The initial Board of Directors shall consist of one or more members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

ADRIAN I. LAND
5860 S.E. County Road 500
Branford, Florida 32008

MELISSA S. LAND
5860 S.E. County Road 500
Branford, Florida 32008

ARTICLE VIII

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

MELISSA S. LAND
5860 S.E. County Road 500
Branford, Florida 32008

The undersigned incorporator has executed these Articles of Incorporation this 15 day of December, 2003.


MELISSA S. LAND, Incorporator

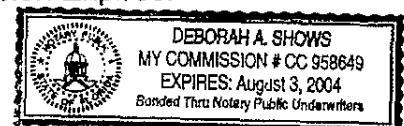
STATE OF FLORIDA

COUNTY OF LAFAYETTE

The foregoing instrument was acknowledged before me this 15 day of December, 2003, by MELISSA S. LAND, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign Deborah A. Shows
Print Deborah A. Shows
State of Florida at Large (Seal)
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


LEENETTE W. MCMILLAN, REGISTERED AGENT
124 North Fletcher Avenue
Mayo, Florida 32066

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TALLAHASSEE, FLORIDA