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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TERRY A. BROOKS, P.A.

Attorney at Law
2110 East Robinson Street
Orlando, Florida 32803
(407) 895-1981
Telecopier (407) 895-1984

April 20, 2004

Department of State
Director of Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: EAGLE'S NEST LEARNING CENTER, INC.

To Whom It May Concern:

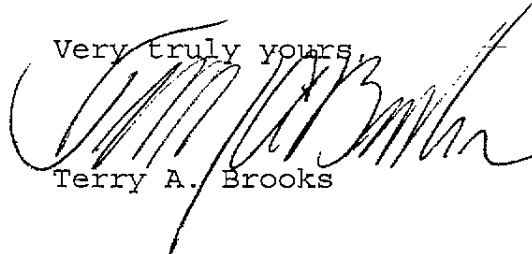
I enclose herewith for filing a copy of the Articles of Incorporation of EAGLE'S NEST LEARNING CENTER, INC., a certificate designating the registered office and registered agent for the purposes of service of process upon said corporation, and an acknowledgment by the registered agent.

Also enclosed herewith please find my check in the amount of \$78.75 for the following costs:

Registered Agent Fee	\$35.00
Certification of copy of Articles of Incorporation	8.75
Filing Fee	<u>35.00</u>
TOTAL	\$78.75

Your prompt attention to this matter is appreciated. If I can be of further assistance, please don't hesitate to contact me.

Very truly yours,



Terry A. Brooks

TAB/clf/eagle.ltr

Enclosures

ARTICLES OF INCORPORATION

OF

EAGLE'S NEST LEARNING CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

EAGLE'S NEST LEARNING CENTER, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share.

2. All or any portion of the capital stock may be issued in payment for real or personal property, past services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein set forth and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judge of the value of the

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property, right or thing acquired in exchange for capital stock and their judgment of such value shall be conclusive.

3. Notwithstanding the foregoing, the corporation shall have the right to increase the number of authorized shares of capital stock either with or without nominal or par value, and to provide, in the event of such increase the designations, preferences and voting powers of such additional stock in an Amendment to its Articles of Incorporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

The initial address of the principal office of this corporation in the State of Florida will be:

1803 Northlake Drive
Sanford, Florida 32773

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

1. The initial number of directors of this corporation shall be two (2).

2. The number of directors may be increased or decreased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

3. The names and addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Cephas Thomas	1803 Northlake Drive Sanford, Florida 32773
Frances Thomas	1803 Northlake Drive Sanford, Florida 32773

4. The initial members of this Board of Directors are hereby authorized to do and perform all acts and things necessary for or incident to the organization of this corporation.

ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation are: Cephas Thomas, 1803 Northlake Drive, Sanford, Florida 32773, and Frances Thomas, 1803 Northlake Drive, Sanford, Florida 32773.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved by them at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, have set my hand and seal this 22nd day of April, 2004.

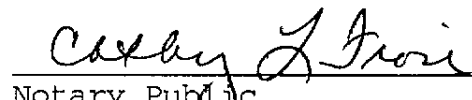

CEPHAS THOMAS


FRANCES THOMAS

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared Cephas Thomas and Frances Thomas, to me well known and well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed the said instrument for the uses and purposes described therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of April, 2004.


Notary Public

My Commission Expires



NOTARIAL
SEAL

Cathy L. Fiore
MY COMMISSION # DD249570 EXPIRES
November 20, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

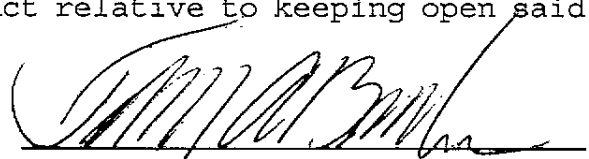
CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First...That Eagle's Nest Learning Center, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, and State of Florida, has named TERRY A. BROOKS, ESQUIRE, located at 2110 E. Robinson Street, Orlando, Florida 32803, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


TERRY A. BROOKS

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