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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

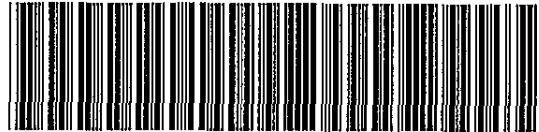
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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A PROFESSIONAL ASSOCIATION  
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(321) 631-1567

June 23, 2005

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Emica Learning Corp.  
Our File No.: 05-7095

To Whom It May Concern:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation with designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$70.00 to cover the following fees associated with filing:

Articles of Incorporation	\$ 35.00
Registered Agent Designation	\$ <u>35.00</u>
Total Amount	\$ <u>70.00</u>

Should you have any questions regarding this corporation, please do not hesitate to contact the undersigned.

Sincerely,

  
Stacy L. Burgett

SLB/cm

Enclosures

cc: Mr and Mrs. Jerry F. Glotz

ARTICLES OF INCORPORATION

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OF

2005 JUN 27 A 8:23

EMICA LEARNING CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is EMICA LEARNING CORP. and its principal office is located at 6950 Caliph Avenue, Cocoa, Florida 32927.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these Articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of operating a day care facility and engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article V - Registered Office and Initial Registered Agent

The street address of the registered office of this corporation is 6950 Caliph Avenue, Cocoa, Florida 32927.

The name of the initial registered agent of this corporation at that address is Jerry F. Glotz.

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from

time to time pursuant to the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jerry F. Glotz, 6950 Caliph Avenue, Cocoa, Florida 32927; and  
Jessica F. Glotz, 6950 Caliph Avenue, Cocoa, Florida 32927.

#### **Article VII - Incorporator**

The names and addresses of the persons signing these articles are:

Jerry F. Glotz, 6950 Caliph Avenue, Cocoa, Florida 32927; and  
Jessica F. Glotz, 6950 Caliph Avenue, Cocoa, Florida 32927.

#### **Article VIII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

#### **Article IX - Compensation of Directors**

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **Article X - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **Article XI - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders

is subject to this reservation.

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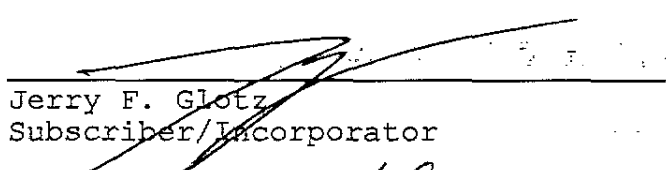
Article XII - Acceptance of Registered Agent

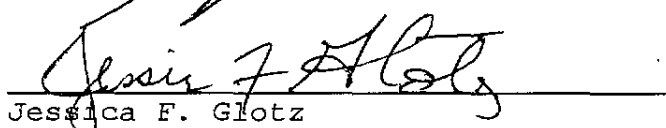
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Having been named to accept service of process for the  
above-stated Corporation, at the place designated in these  
Articles of Incorporation, I hereby accept to act in this  
capacity and agree to comply with the provisions of the Florida  
Statutes relative to keeping open said office.

  
Jerry F. Glotz, Registered Agent


IN WITNESS WHEREOF, the undersigned subscribers have  
executed these Articles of Incorporation this 22nd day of  
June, 2005.

  
Jerry F. Glotz  
Subscriber/Incorporator

  
Jessica F. Glotz  
Subscriber/Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged  
before me this 22nd day of June, 2005, by Jerry F. Glotz who  
produced Florida Drivers License as identification and  
Jessica F. Glotz, who produced Florida Drivers License  
as identification and who did not take an oath.

  
Notary Public, State of Florida  
My Commission Expires:

