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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/7/05
BWK

HUGH M. PALMER, P.A.

Attorney at Law
1150 Louisiana Avenue, Suite 6-A
Post Office Box 2187
Winter Park, Florida 32790
Telephone 407•645•2030 Telecopier 407•645•5108

October 3, 2005

Corporate Records Bureau
Division of Corporations, Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Incorporation of **ALL STARS LEARNING CORP.**

Gentlemen:

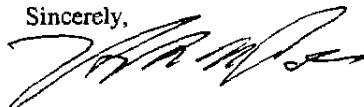
I am enclosing an original Articles of Incorporation of **ALL STARS LEARNING CORP.** along with my firm check in the amount of \$70.00 to cover the costs listed below:

| | |
|------------------------------|----------------|
| Filing Fee | \$35.00 |
| Registered Agent Designation | <u>\$35.00</u> |
| Total | \$70.00 |

Please acknowledge the filing of the above Articles by your letter of confirmation setting forth the document number, etc.

Your cooperation is appreciated.

Sincerely,



Hugh M. Palmer

HMP:cm
Enclosures

FILED
ARTICLES OF INCORPORATION
05 OCT -6 PM 2: 44
OF
ALL STARS LEARNING CORP.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be:

ALL STARS LEARNING CORP.

ARTICLE II

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

ARTICLE III

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or by a majority of the stockholders.

ARTICLE IV

The corporation may conduct its business, or any part or parts thereof, in the United States of America, or any of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or jurisdictions, without restriction as to place. It may have one or more offices or agencies, and

keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

ARTICLE V

This corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in this corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE VI

The authorized capital stock of this corporation shall consist of Seven Thousand Five Hundred (7,500) Shares of common stock with a par value of One and No/100 (\$1.00) Dollar per share. Such stock shall be fully paid and non assessable.

Said common capital stock may be paid for in cash or may be paid for in labor or services, or real estate or in personal property at a fair valuation placed thereon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof.

ARTICLE VII

The amount of the capital with which the corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VIII

This corporation shall have perpetual existence, unless sooner dissolved according to law. Corporate existence shall commence on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE IX

The initial principal office of this corporation will be 5321 Village Market Drive, Wesley Chapel, Florida 33543

The registered agent shall be **HUGH M. PALMER**, who accepts this designation as registered

agent by his signature below.

ARTICLE X

The business of the corporation shall be conducted and managed by a Board of Directors that consists of not less than one (1) member nor more than nine (9) members, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected by the stockholders of the corporation.

ARTICLE XI

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified, shall be:

| Name | Address |
|------------------|---|
| Christine-Nhi Le | 5337 Algerine Place Wesley Chapel, Florida 33544 |
| Duy-Linh Vo | 5337 Algerine Place Wesley Chapel, Florida 33544 |

ARTICLE XII

The name and address of the person signing this Certificate of Incorporation as subscriber is:

| Name | Address |
|------------------|---|
| Christine-Nhi Le | 5337 Algerine Place Wesley Chapel, Florida 33544 |

ARTICLE XIII

In furtherance, and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and

nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the Bylaws and may be increased or decreased as shall be provided by the Bylaws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

C. The corporation, in its Bylaws, may confer upon the directors powers and authorities expressly conferred upon them by Statutes.

D. It shall not be necessary for any officer to the corporation, other than the president, to be a director, or for any officer to be a stockholder.

E. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws provide; and the manner of calling meetings of stockholders and directors may be fixed by the Bylaws.

F. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other is used.

G. The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIV

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such director or officer, provided that he shall not

have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceedings brought. The foregoing right to indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officers of this corporation is a party or parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer to this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned, being the subscriber to this Certificate of Incorporation of **ALL STARS LEARNING CORP.** as herein set forth, does hereby make and file this Certificate, hereby declaring and certifying the facts herein are true and, accordingly, she has set her hand and seal this 24 day of Sept, 2005.


Christine-Nhi Le


STATE OF FLORIDA

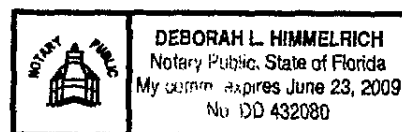
COUNTY OF Orange

2005, by

CHRISTINE-NHI LE who is personally known to me or who has produced identification.


24 day of Sept, 2005
Fla


Notary Public, State of Florida
My Commission Expires
Commission No.



I CERTIFY that I am a permanent resident of Florida, and my office address is 1150 Louisiana Avenue, Suite 6-A, Winter Park, Florida 32789. I hereby accept the foregoing designation as Registered Agent.

DATED at Winter Park, Florida, on this 3rd day of October, 2005.


Hugh M. Palmer

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of October, 2005, by **HUGH M. PALMER**, who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida

*Notary Public, State of Florida
articles-All Stars*



CLARISSA D. MCCONNELL
MY COMMISSION # DD 178865
EXPIRES: February 16, 2007
Bonded Thru Budget Notary Services