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*JdKass*

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAE-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

FLORIDA PROFIT/NON PROFIT CORPORATION

THE LEARNING HOUSE, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
FLORIDA**

**ARTICLE I: NAME**

The name of the corporation shall be: The Learning House, Inc.

**ARTICLE II: DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE III: PURPOSE OF THIS CORPORATION**

This corporation is organized to engage in, or transact the business of providing preschool, tutoring, behavioral therapy and all business activities related thereto, and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

**ARTICLE IV: PRINCIPAL OFFICE**

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

2476 River Reach Dr.  
Naples, FL 34114

**ARTICLE V: CAPITAL STOCK**

The aggregate number of shares which this corporation has the authority to issue and have outstanding at any one time is One Thousand (1,000), all of which shall be common shares having a par value of One (\$1.00) Dollar each. The stock of this corporation shall be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

**ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Kimberly Brown  
2476 River Reach Dr.  
Naples, FL 34114

**ARTICLE VII: INCORPORATOR**

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

Kimberly Brown  
2476 River Reach Dr.  
Naples, FL 34114  
Tel: (239) 261-0177

*Prepared in accordance with the instructions/information provided by the Incorporator to:*

J & K Associates, Inc.  
2681 Airport Road, South - Suite C101  
Naples, FL 34112  
239-775-8822

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) Director, which may be increased from time to time through appropriate changes in the By-Laws, but the number of Directors shall never exceed Five (5) Directors. The initial director shall be Kimberly Brown, who shall be President and Secretary.

**ARTICLE IX: GENERAL PROVISIONS**

- (A) The private property of the stockholder(s) shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (B) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at fair market valuation to be fixed by its Board of Directors.
- (C) A Director and/or Officer of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States of America.
- (D) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of he/she being or having been a director or officer of the corporation [whether or not he/she continues to be a director or officer at the time of incurring such expense(s)], to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the United States of America.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 14<sup>th</sup> day of December 2005.

Kimberly Brown

Kimberly Brown, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION OR 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:

The Learning House, Inc.

2. The name and address of the registered agent and office is:

Kimberly Brown  
2476 River Reach Dr.  
Naples, FL 34114  
Tel: (239) 261-0177

3. Authorized by:

Title: Incorporator

Signature: Kimberly Brown

Date: December 14, 2005

HAVING BEEN DESIGNATED IN THE ARTICLES OF INCORPORATION AS THE REGISTERED AGENT OF THE ABOVE-NAMES CORPORATION 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 AND TO COMPLY WITH THE PROVISIONS OF THE FLORIDA GENERAL CORPORATION ACT IN ALL RESPECTS.

Signature: Kimberly Brown  
Date: December 14, 2005

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