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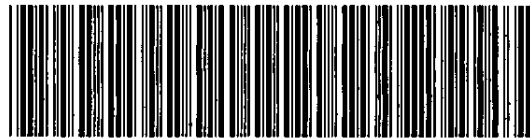
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TALLAHASSEE, FLORIDA

C.S. 7-6

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW

ROYAL PALM FINANCIAL CENTER

SUITE 212

759 SOUTH FEDERAL HIGHWAY

STUART, FLORIDA 34994

MAILING ADDRESS:

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STUART, FLORIDA 34995

(772) 287-1745

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DEBORAH L. ROSS
DAVID B. EARLE
ELIZABETH P. BONAN
JACOB E. ENSOR

June 19, 2007

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

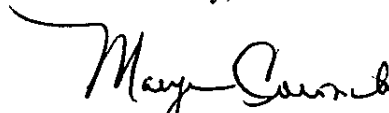
Re: REG TOYS, INC., d/b/a Learning Express of Stuart

Dear Sir or Madam:

Enclosed for filing are the original Articles of Incorporation for the above-captioned, along with a photocopy to be certified and returned to this office. A check in the amount of \$78.75 to cover your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call our office.

Sincerely,



Marya Coronato
Legal Assistant

/mc
Enclosures (as stated)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2007

ROSS, EARLE & BONAN, P.A.
759 S. FEDERAL HWY, STE. 212
STUART, FL 34994

SUBJECT: REG TOYS, INC. DBA LEARNING EXPRESS OF STUART
Ref. Number: W07000029951

We have received your document for REG TOYS, INC. DBA LEARNING EXPRESS OF STUART and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 107A00041562

RECEIVED
07 JUL -5 PM 4:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 09002

ROSS EARLE & BONAN, P.A.

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July 2, 2007

Ms. Carolyn Lewis
Document Specialist
New Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

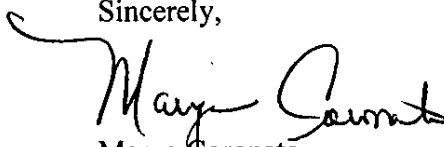
Re: REG TOYS, INC.

Dear Ms. Lewis:

In accordance with the instructions set forth in your letter of June 25, 2007, (copy enclosed) are the original corrected Articles of Incorporation for the above-captioned, along with a photocopy to be certified and returned to this office.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call our office.

Sincerely,


Marya Coronato
Legal Assistant

/mc
Enclosures (as stated)

**ARTICLES OF INCORPORATION
OF
REG TOYS, INC.**

FILED
2007 JUL -5 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 and/or Chapter 621, F.S., the Florida Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is REG TOYS, INC.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 2662 SW Egret Pond Circle, Palm City, Florida 34990. The mailing address of the Corporation is 2662 SW Egret Pond Circle, Palm City, Florida 34990.

ARTICLE III – PURPOSE

The purpose for which the corporation is organized is to:

- (1) Promote and provide for children's education and any and all business associated therewith;
- (2) To exercise all lawful purposes and powers set forth in the Florida for Profit Corporation Act which furthers the goals, objectives and purpose set forth herein;
- (3) The corporation shall have the right to exercise all of the powers granted by the laws of the State of Florida to corporations for profit. The foregoing clauses shall not be held or construed in any way to limit or restrict those powers.

ARTICLE IV – SHARES

This corporation is authorized to issue One Hundred (100) shares of stock at one dollar (\$1.00) par value. All of said stock may be payable in any manner authorized by law.

ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS

The initial officers and/or directors of the corporation are:

Ralph E. Ferraro

President/Treasurer

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Ralph E. Ferraro, 2662 SW Egret Pond Circle, Palm City, Florida 34990.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is as follows:

Ralph E. Ferraro
2662 SW Egret Pond Circle
Palm City, Florida 34990

The undersigned has executed these Articles of Incorporation this 19 day of June, 2007.

Ralph E. Ferraro
Ralph E. Ferraro

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Ralph E. Ferraro
Signature of Registered Agent

Date: 6/19/07

Ralph E. Ferraro
Print name

Ralph E. Ferraro
Signature of Incorporator

Date: 6/19/07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 JUL -5 PM 2:11

FILED