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WHITE OCT 17 2007

ANGEL'S PALACE LEARNING CENTER INC  
STACEY WILLIAMS  
2237 IVEY LANE  
ORLANDO, FL. 32811

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OCTOBER 1, 2007

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 637  
TALLAHASSEE, FL. 32314

DEAR SIRs:

ENCLOSED PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY  
FIVE CENTS COSTS AND HANDLING OF INCORPORATION OF:

ANGEL'S PALACE LEARNING CENTER INC.

THANK YOU,

STACEY WILLIAMS

**ARTICLES OF INCORPORATION**

**OF**

**ANGEL'S PALACE LEARNING CENTER INC.**

**ARTICLE I - NAME**

**THE NAME OF THIS CORPORATION IS:**

**ANGEL'S PALACE LEARNING CENTER INC.**

**ARTICLE II - DURATION**

**THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.**

**ARTICLE III - PURPOSE**

**TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.**

**ARTICLE IV - CAPITAL STOCK**

**THE MAXIMUM NUMBER OF SHARES THAT A CORPARTION IS AUTHORIZED TO HAVE ANY ONE TIME 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$ 1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.**

**ARTICLE V - INITIAL CAPITAL**

**THE AMOUNT OF CAPITAL STOCK WITH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)**

**ARTICLE VI - ADDRESS**

**THE INITIAL STREET ADRESS OF THE PRINICIPAL OFFICE OF THIS CORPORATION WILL BE LOCATED AT:**

**2237 S IVEY LANE  
ORLANDO, FL. 32811  
(407) 822-7640**

**ARTICLE VII - DIRECTORS**

**THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUNBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLES VIII – INITIAL DIRECTORS**

**THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) ARE ELECTED AND HAVE QUALIFIED ARE:**

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
STACEY WILLIAMS	PRESIDENT	2237 S IVEY LANE ORLANDO, FL. 32811

**ARTICLE IX – SUBSCRIBER(S)**

**THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:**

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
STACEY WILLIAMS	2237 S IVEY LANE ORLANDO, FL. 32811	1000

**ARTICLE X- SUBSCRIBER(S)**

**THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:**

STACEY WILLIAMS  
2237 S IVEY LANE  
ORLANDO, FL. 32811

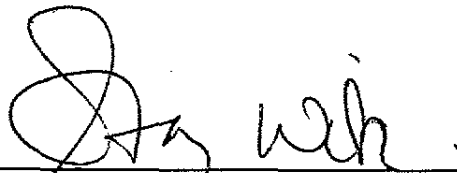
**ARTICLES XI – PRE- EMPTIVE RIGHTS**

**EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.**

**ARTICLES XII – AMENDMENTS)**

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 SHAREHOLDERS AND APPROVED MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.


IN WITNESS WHEREOF, I HAVE SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 1ST DAY OF OCTOBER 2007.

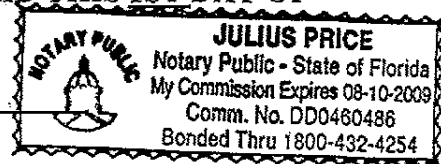
  
STACEY WILLIAMS

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE THIS STATE AND COUNTY SET FOURTH ABOVE, PERSONALLY APPEARED STACEY WILLIAMS KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 1ST DAY OF OCTOBER 2007.

  
\_\_\_\_\_  
NOTARY



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

**ANGLE'S PALACE LEARNING CENTER INC**

**HAVING BEEN ORGANIZED UNDER:  
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT**

**2237 S IVEY LANE  
ORLANDO, FL. 32811**

**IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE AND IN THE STATE  
OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,  
HAS NAMED:**

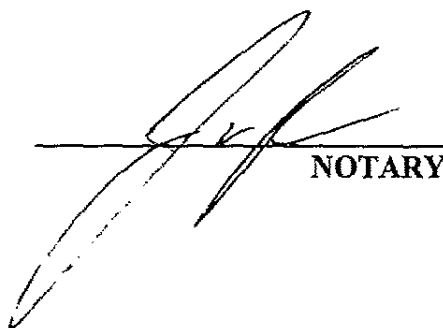
**STACEY WILLIAMS**

**IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.**

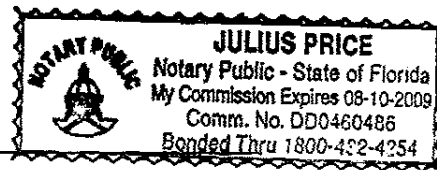
**HAVING BEEN NAMED TO ACCEPT PROCESS SERVICE OF PROCESS FOR  
THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID  
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID  
ACT RELATIVE TO KEEPING SAID OFFICE OPEN.**



**REGISTERED AGENT  
STACEY WILLIAMS**



**NOTARY**



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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**