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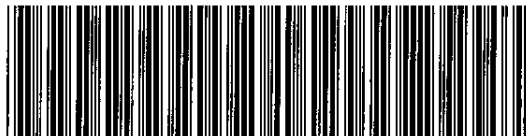
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11134

ARTICLES OF INCORPORATION

OF

MERTHIE'S LEARNING CENTER, INC.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

MERTHIE'S 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 THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 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 WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00).

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ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**1611 MERTHIE DRIVE
SANFORD, FL 32771
(407) 322-2077**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

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

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
MARILYN M. MARTI	PRESIDENT	1611 MERTHIE DRIVE SANFORD, FL 32771-3149
RONALD W. MERTHIE	V. PRESIDENT	1611 MERTHIE DRIVE SANFORD, FL 32771-3149
LILLIAN HAMILTON	SEC./TRESURER	1611 MERTHIE DRIVE SANFORD, FL 32771-3149
OSCAR MERTHIE III	MEMBER	1611 MERTHIE DRIVE SANFORD, FL 32771
JUDITH ISRAEL	MEMBER	1611 MERTHIE DRIVE SANFORD, FL 32771-3149
L. BERNARD MERTHIE	DIRECTOR	1611 MERTHIE DRIVE SANFORD, FL 32771-3149
OCIE BROWN	MEMBER	1611 MERTHIE DRIVE SANFORD, FL 32771-3149

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>	
MARILYN M. MARTIN	1611 MERTHIE DRIVE SANFORD, FL 32771-3149	14.29
RONALD W. MERTHIE	1611 MERTHIE DRIVE SANFORD, FL 32771-3149	14.29
LILLIAN HAMILTON		14.29
L. BERNARD MERTHIE		14.29
JUDITH ISRAEL		14.29
OSCAR MERTHIE III		14.29
OCIE BROWN		14.26

ARTICLE X - REGISTERED AGENT

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

MARILYN M. MARTIN
1611 MERTHIE DRIVE
SANFORD, FL 32771-3149

ARTICLE XI - PRE-EMPTIVE RIGHTS

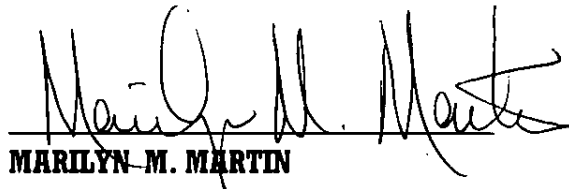
EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTION PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

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 SHAREHOLDER(S) AND APPROVED AT A SHAREHOLDER'S 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 HEREUNTO SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FORGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA

THIS 8TH DAY OF JANUARY 2008


MARILYN M. MARTIN

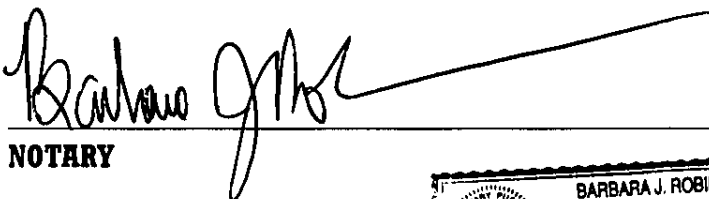
**STATE OF FLORIDA
COUNTY OF SEMINOLE**

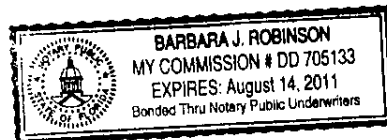
BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND
COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

MARILYN M. MARTIN

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 INCORPORATIONN.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND
COUNTY AFORESAID THIS 8TH DAY OF JANUARY 2008


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:

MERTHIE'S LEARNING CENTER, INC.

HAVING BEEN ORGANIZED UNDER:

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

1611 MERTHIE DRIVE
SANFORD, FL 32771

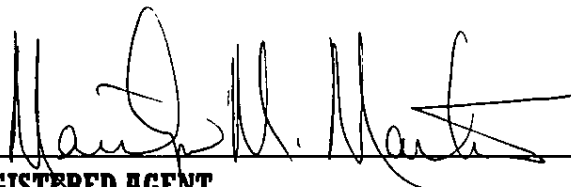
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

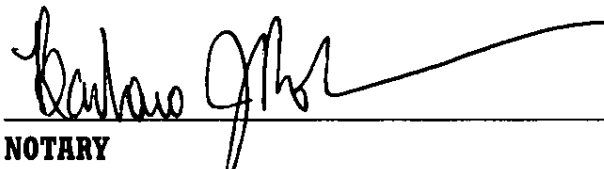
IN THE CITY OF **SANFORD** COUNTY OF SEMINOLE, AND IN THE STATE
OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED

MARILYN M. MARTIN

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

HAVING BEEN NAMED TO ACCEPT 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


NOTARY

