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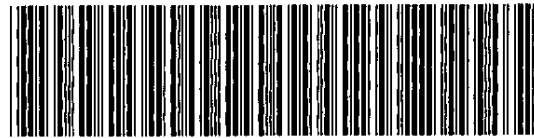
(Business Entity Name)

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B. KOHR

AUG 14 2009

EXAMINER

**FLORIDA FILING & SEARCH SERVICES, INC.**

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155 Office Plaza Dr Ste A Tallahassee FL 32301  
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**DATE: 08-14-09**

**NAME: ACORN TEACHING SOLUTIONS, LLC/INC.**

**TYPE OF FILING: CONVERSION TO CORPORATION**

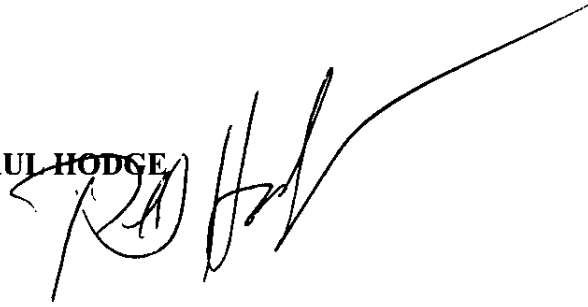
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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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**CERTIFICATE OF CONVERSION**  
for  
**"OTHER BUSINESS ENTITY"**  
into  
**FLORIDA PROFIT CORPORATION**

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09 AUG 14 PM 11:43  
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TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Sections 608.4401 and 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

**ACORN TEACHING SOLUTIONS LLC**

L07000055754

2. The "Other Business Entity" is a limited liability company formed under the laws of the State of Florida on May 24, 2007.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

**ACORN TEACHING SOLUTIONS, INC.**

4. The conversion was approved as required by Chapters 607 and 608, Florida Statutes, and was approved in such a manner that complied with the converting organization's governing law.

5. The conversion is effective upon the date of filing by the Florida Department of State.

Signed this 13<sup>th</sup> day of August, 2009.

**ACORN TEACHING SOLUTIONS LLC**, a  
Florida limited liability company

By: Katherine Byrne  
Katherine Byrne, Member

**ACORN TEACHING SOLUTIONS, INC.**, a  
Florida corporation

By: Katherine Byrne  
Katherine Byrne, President

**ARTICLES OF INCORPORATION  
OF  
ACORN TEACHING SOLUTIONS, INC.**

ARTICLE I  
NAME

The name of the Corporation shall be **Acorn Teaching Solutions, Inc.**

ARTICLE II  
AUTHORIZED CAPITAL

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Two Hundred Thousand (200,000) shares of common stock having a par value of \$10.00 per share.

ARTICLE III  
SHARES AND SHAREHOLDERS

A. The shareholders of this corporation shall enjoy preemptive rights as provided as follows:

Prior to any issue or sale by this Corporation of any shares of common stock of this Corporation, whether now or hereafter authorized (collectively referred to as "the offered common stock") each owner of any shares of common stock of the Corporation shall have a preemptive right, during a 15 day period of time and at such price and upon such terms as the Board of Directors shall prescribe, to purchase the offered common stock in an amount equal to that portion of the offered common stock equal to the proportion that the shares of common stock then owned by him or her bears to the total number of shares of common stock then owned by all shareholders of this Corporation.

If any shareholder of this corporation shall not exercise his preemptive right to purchase the offered common stock within the 15 day period specified hereinabove, then those shareholders who have exercised their preemptive right shall be given an opportunity to subscribe to the offered common stock remaining unsubscribed at the end of the 15 day period. Each shareholder who has exercised his full preemptive rights during the 15 day period shall have the right to purchase an additional amount of the offered common stock. The additional amount shall not exceed a proportion of the unsubscribed securities equal to the proportion such shareholder subscribed to during the 15 day period of the total amount of offered common stock subscribed to during the 15 day period. These rights shall continue in effect for a period of 10 days from the expiration of the 15 day period.

If any of the remaining unsubscribed offered common stock is not allotted to existing shareholders pursuant to the procedure outlined above, such offered securities may thereafter be offered during a period of six months from the termination of the aforesaid 10 day period for issue or sale to any other person at a price not less than the offered price and upon terms no more favorable to such other person than the offered terms; provided that such offered common stock cannot be sold to any person after the expiration of said six month period unless and until they have first been reoffered to each shareholder in the manner provided hereinabove. No issue or sale of any of the offered common shall pass any title thereto or cause a transfer to be made on the books of the Corporation unless and until all of the preceding conditions and requirements have been complied with or waived, and no holder of any certificate for any of the offered common stock shall be entitled to any dividends or interest thereon or

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votes thereby, or to participate in any of the profits of the Corporation, until his or her shares are regularly transferred to him on the books of the corporation.

Notwithstanding anything hereinabove to the contrary, no shareholder shall have any preemptive rights with respect to: (i) shares that fall within the provisions of Section 607.0630(2)(c) of the Florida Business Corporation Act; (ii) any issue or sale by this Corporation of any securities other than common stock, whether or not such securities are convertible into common stock; and (iii) any issue or sale by this Corporation of any securities as consideration for the acquisition of another business entity or substantially all of the assets of another business entity, whether consummated as a stock-for-stock exchange, stock-for-assets exchange or other reorganization.

B. All voting rights at meetings of shareholders are vested in the holders of shares of the common stock of this Corporation and each shareholder shall be entitled to one vote, either in person or by proxy, for each share of common stock standing in his name on the books of the Corporation.

C. The shareholders shall not have the right of cumulative voting in the election of directors.

D. Each certificate shall contain a reference to any restrictive agreement among voting shareholders or between the Corporation and one or more shareholders.

#### ARTICLE IV INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 211 Herrell Road, Winter Springs, Florida 32708 and the name of the initial registered agent of this Corporation at that address is Susan Elliott.

#### ARTICLE V INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Susan Elliott	211 Herrell Road Winter Springs, Florida 32708

#### ARTICLE VI INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of this Corporation and may, in the discretion of the Board of Directors, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Articles of Incorporation is intended by this Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon this Corporation, upon its

shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of this Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 12 day of August, 2009.

  
Susan Elliott

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **ACORN TEACHING SOLUTIONS, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 211 Herrell Road, Winter Springs, Florida 32708, has named Susan Elliott as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Dated this 12 day of August, 2009.

  
Susan Elliott