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1110 N.W. 6th Street • Gainesville, FL 32601 • Phone (904) 336-4440 • FAX (904) 375-4634

December 29, 1994

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

000001366730
-01/03/95--01012--008
***122.50 ***122.50

RE: Incorporation of The Carousel of Learning, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

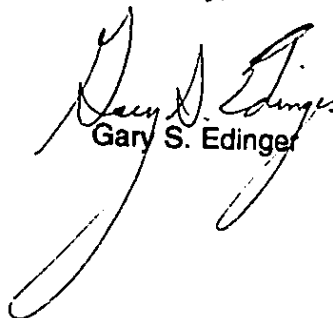
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

REC'D
STATE DEPT OF STATE
DIVISION OF CORPORATIONS
94 DEC 30 PM 2:23

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

gse
Enclosures

KAN 1-3

**ARTICLES OF INCORPORATION
OF
THE CAROUSEL OF LEARNING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

94 DEC 30 PM 2:23

The undersigned subscriber to the Articles of Incorporation being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is THE CAROUSEL OF LEARNING, INC.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of 1 mill (\$.001) per share.

ARTICLE IV

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE V

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER
1110 N.W. 6th Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

Initial Director

The name of the initial director of this Corporation and her street address is:

<u>Name</u>	<u>Address</u>
CARLENE SULLIVAN	700 South Ermine Street Lake City, Florida 32055

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and is qualified, whichever first occurs.

ARTICLE VIII

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE X

Incorporator

The names and street address of the person signing these Articles is:

Name

Address

CARLENE SULLIVAN

700 South Ermine Street
Lake City, Florida 32055

ARTICLE XI

Amendment

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 stockholders and approved at a stockholders' meeting by two-thirds vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27 day of December, 1994.


CARLENE SULLIVAN

STATE OF FLORIDA
COUNTY OF Alachua

BEFORE ME, the undersigned authority, personally appeared CARLENE SULLIVAN, who is personally known to me ~~or who produced a Florida Driver's License as identification~~, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to same on the 27th day of December, 1994.

Trudy Elizabeth Innes
Notary Public St. of Florida
Commission expires 6-21-96
Commission No. CC209504


NOTARY PUBLIC, State of Florida
My Commission Expires:

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

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That THE CAROUSEL OF LEARNING, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER of 1110 N.W. 6th Street, Gainesville, Florida 32601, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:


GARY S. EDINGER