

EDWARD J. KENNY, JR., CPA, P.A.
CERTIFIED PUBLIC ACCOUNTANT

888 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (813) 822-1111

MEMBER
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

May 8, 1995

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: The Learning Circle, Inc.

Gentlemen:

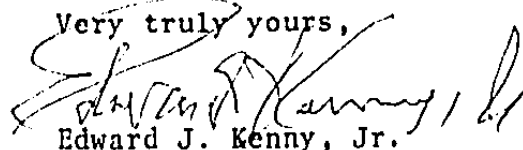
We enclose the following:

- 1) Original and one (1) copy of Articles of Incorporation for the referenced corporation.
- 2) Our check, payable to your office in the amount of \$122.50 for filing fees, charter tax and return of certified copy of the Articles of Incorporation to this office.

Please file the original Articles.

Thank you in advance for your cooperation.

Very truly yours,


Edward J. Kenny, Jr.

EJK:cd

enc.

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ARTICLES OF INCORPORATION
OF
THE LEARNING CIRCLE, INC.

The undersigned, subscribers to these ARTICLES OF INCORPORATION, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be THE LEARNING CIRCLE, INC.

ARTICLE II

TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III

NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1.

To engage in the business of operating a day care center and related activities pursuant to the provisions of Chapter 607 of the Florida Statutes and the other laws relative to corporations.

FILED
JAN 12 1967
CLERK OF DISTRICT COURT
JAN 12 1967

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To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000.

Such shares shall be of a single class, and shall have a par value of ONE (\$1.00) DOLLAR.

ARTICLE V

ADDRESS

The mailing address and the initial registered office of the corporation are 2719 1st Ave. No., St. Petersburg, Florida 33713 and the name of its initial registered agent is SHERRY L. GINCEL.

ARTICLE VI

DIRECTOR

The number of directors constituting the initial BOARD OF DIRECTORS of the corporation is one (1).

The name and address of the persons who are to serve as members of the initial BOARD OF DIRECTORS are:

<u>NAME</u>	<u>ADDRESS</u>
SHERRY L. GINCEL	2719 1st Ave. No. St. Petersburg, Florida 33713

ARTICLE VII

INCORPORATOR

The name and address of each INCORPORATOR is:

<u>NAME</u>	<u>ADDRESS</u>
SHERRY L. GINCEL	2719 1st Avo., No. St. Petersburg, Florida 33713

ARTICLE VIII

PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of class or classes, and whether or not of unissued shares authorized by the ARTICLES OF INCORPORATION as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached

or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX

DIRECTORS-INDEMNIFICATION

A.

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be

made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors (subject to the approval of a majority of stockholders) that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

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D.

The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise in defense of any action, suit, or proceeding or in defense or any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity or any independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

E.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

F.

In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

G.

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of

delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the person paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

DIRECTORS-INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

ARTICLE XI

CAPITAL STRUCTURE-SUBCHAPTER S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable

only to natural persons who are not non-resident aliens.

ARTICLE XII

STOCK TRANSFERS

CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION"

ARTICLE XIII

EFFECTIVE DATE OF ARTICLES

The effective date of these Articles shall be the date of filing or the earliest day allowed by law.

EXECUTED by the undersigned on the 9th day of May, 1995.

Sherry L. Gincel President
SHERRY L. GINCEL

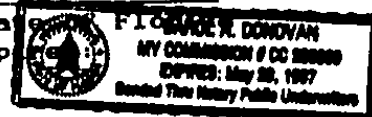
STATE OF FLORIDA)

COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, SHERRY L. GINCEL, to me well known to be the person described in and who executed the foregoing instrument, and she or he acknowledged before me that she or he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at ST. PETERSBURG, in the County of PINELLAS, and the State of FLORIDA, this 9th day of May, A.D., 1995.

James E. Donovan
NOTARY PUBLIC State of Florida
My commission expires



"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

Sherry L. Gincel Pres.
SHERRY L. GINCEL