

Law Office

Brian A. Burden, P.A.

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9 May 1995

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

Re: **Articles of Incorporation of Sun Coast Learning Centers, Inc.**
Our File No. 3519

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of Sun Coast Learning Centers, Inc. to be filed and a check for the filing fee in the amount of \$70.00. Please return a copy of the filed articles in the enclosed envelope.

Thank you for your assistance.

Very truly yours,

Brian A. Burden

Brian A. Burden

/djh

Enclosures

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-05/15/95--01081--019
*****70.00 *****70.00

Dmp
5/16/95

FILED
95 MAY 15 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUN COAST LEARNING CENTERS, INC.

FILED

95 MAY 15 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be Sun Coast Learning Centers, Inc.

Article II

The mailing address of the principal office of the corporation shall be:

4350 W. Cypress Street, Suite 101
Tampa, Florida 33607

Article III

The corporation is being formed for the purpose of employment training and to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share.

Article V

The entire voting power for the selection of directors and for all for other purposes shall be vested exclusively in the holders of common stock who shall be entitled to one vote for each share of common stock held by them of record.

Article VI

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

George D. Entin
4350 W. Cypress Street, Suite 101
Tampa, Florida 33607

Jane Anne Long
4350 W. Cypress Street, Suite 101
Tampa, Florida 33607

Brian A. Burden
215 W. Verne Street, Suite D
Tampa, Florida 33606

Article VII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article VIII

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

George D. Entin, President/Treasurer
4350 W. Cypress Street, Suite 101
Tampa, Florida 33607

Jane Anne Long, Vice President/Secretary
4350 W. Cypress Street, Suite 101
Tampa, Florida 33607

Article IX

The name and address of the incorporator and signer of the Articles of Incorporation and the number of shares of common stock which he agrees to take is:

George D. Entin - 1,000 shares
4350 W. Cypress Street, Suite 101
Tampa, Florida 33607

Article X

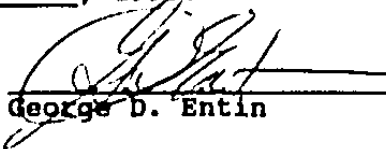
The duration of the corporation is to be perpetual.

Article XI

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:


Brian A. Burden
215 W. Verne Street, Suite D
Tampa, Florida 33606

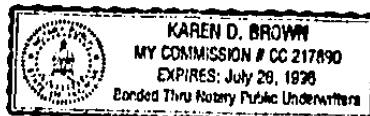
In witness whereof, I have made, signed and acknowledged these Articles of Incorporation of Sun Coast Learning Centers, Inc. this 12th day of May, 1995.


George D. Entin

State of Florida
County of Hillsborough

George D. Entin appeared before me, the undersigned authority, and acknowledged that he executed these Articles of Incorporation for Sun Coast Learning Centers, Inc. on the 12th day of May, 1995.


Notary Public



**Certificate Designating Place Of Business or
Domicile for the Service of Process Within This
State Naming Agent Upon Whom Service May Be Served**

FILED

MAY 15 AM 10:25

**CLERK OF STATE
TALLAHASSEE, FLORIDA**

In pursuance of Florida Statutes §48.091, the following is
submitted in compliance with the Act:

Sun Coast Learning Centers, Inc., desiring to organize under
the laws of the State of Florida with its principal office at 4350
W. Cypress Street, Suite 101, Tampa, Florida 33607, has named Brian
A. Burden, 215 W. Verne Street, Suite D, Tampa, Florida 33606, as
its agent to accept service of process within this state.

**Acknowledgment of Registered Agent and
Duties Pursuant to Florida Statute §607.0505**

Having been named to accept service of process for Sun Coast
Learning Centers, Inc. at 215 W. Verne Street, Suite D, Tampa,
Florida, 33606, I hereby accept to act in this capacity and agree
to comply with the provisions of Chapter 607, Florida Statutes,
relative to keeping open my office.

Brian A. Burden
Brian A. Burden