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2-8086



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

95 JUL 21 11 12 AM '95

ACCOUNT NO. : 072100000032

REFERENCE : 646086 9167A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : 9 122.50

ORDER DATE : July 21, 1995

ORDER TIME : 10:58 AM

ORDER NO. : 646086

600001543216

CUSTOMER NO: 9167A

CUSTOMER: Ronald A. Burgess, Legal Asst
NASON GILDAN YEAGER AND
GERSON, P.A.
Suite 1200
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: LEARNING RESOURCES, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: JUL 24 1995 BSB

FILED
95 JUL 21 11 08 56
FBI - MIAMI

ARTICLES OF INCORPORATION
OF
LEARNING RESOURCES, INC.

FILED
25 JUL 21 AM 8:56

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

ARTICLE I

NAME

The name of this Corporation shall be:
LEARNING RESOURCES, INC.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

John M. McDivitt

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws (but at no time shall there be less than one (1) director of the Corporation).

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors shall have been duly elected or appointed and shall have qualified are as follows:

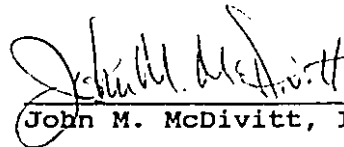
<u>Name</u>	<u>Street Address</u>
Lawrence Sugar	4201 Cromson Drive Phoenix, MD 21131
Ava B. Sugar	4201 Cromson Drive Phoenix, MD 21131

ARTICLE VII
INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
John M. McDivitt	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 20th day of July, 1995.

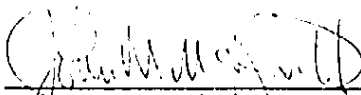


John M. McDivitt, Incorporator

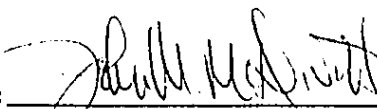
DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Learning Resources, Inc., having filed its Articles of Incorporation

contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named John M. McDivitt located thereat as its registered agent to accept service of process within this State.

By: 
John M. McDivitt, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
John M. McDivitt, Registered Agent

FILED
95 JUL 21 AM 9:56

P95000056789



SYLVAN
LEARNING
CENTER

October 24, 1995

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir/Madam:

Please note that Learning Resources Inc. d/b/a Sylvan Learning Center has a new address. It is: 2414 Treasure Isle Drive, Palm Beach Gardens, FL 33410. Learning Resources Inc. is no longer located at 4201 Cremson Drive, Phoenix, MD 21131.

Please revise your records to show the change.

Thank you for your time and consideration.

Sincerely,

Ava B. Sugar
President

mtm
10.30.95