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PRINCIPAL
LEGAL & FINANCIAL SERVICES

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ACCOUNT NO. : 072100000032

REFERENCE : 670025 11960A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 20, 1995

ORDER TIME : 11:05 AM

ORDER NO. : 670025

CUSTOMER NO: 11960A

CUSTOMER: W. Kevin Russell, Esq
WILKINS FROHLICH JONES HEVIA
RUSSELL & SUTTER, P.A.
Sixth Floor
18501 Murdock Circle
Port Charlotte, FL 33948

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11960A
****122.50 ****122.50

DOMESTIC FILING

NAME: STUDENT PRINCE LEARNING
CENTER, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

SAB
8/28/95

FILED
11 22 1995
11 22 1995
11 22 1995
11 22 1995

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1977 OCT 17

ARTICLES OF INCORPORATION
OF
STUDENT PRINCE LEARNING CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is STUDENT PRINCE LEARNING CENTER, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 3505 Depew Avenue, Port Charlotte, FL 33952. The name of the initial registered agent at such address is Michelle L. Levine.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

MICHELLE L. LEVINE

741 Warne Street
Port Charlotte, FL 33952

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

MICHELLE L. LEVINE

741 Warne Street
Port Charlotte, FL 33952

ARTICLE 9. - 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name and affixed her seal this 25th day of August, 1995.

Witnesses:

Harmon D. Russell

Michelle L. Levine
Michelle L. Levine

Harmon D. Russell

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHELLE L. LEVINE to me known to be the person described as incorporator or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this _____ day of August, 1995.

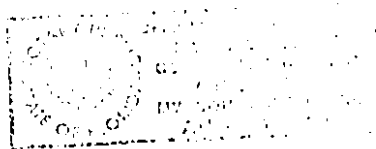
NOTARY PUBLIC:

Sign

Print Name

Commission No.

My commission expires:



(Seal)

CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS.

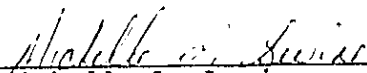
In compliance with Section 48.091, Florida Statutes, the following is submitted:

STUDENT PRINCE LEARNING CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 3505 Depew Avenue, Port Charlotte, County of Charlotte, State of Florida, has designated MICHELLE L. LEVINE, whose street address is 3505 Depew Avenue, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

STUDENT PRINCE LEARNING CENTER, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Michelle L. Levine

FILED
JUN 28 1987