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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requester's Name PBR
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ADDITION ONLY

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CORPORATION(S) NAME

ADULT LEARNING STRATEGIES, INC.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

of

ADULT LEARNING STRATEGIES, INC

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ADULT LEARNING STRATEGIES, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of TEN Dollar(s) (\$ 10) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>PHYLLIS CORDOVER</u>		
ADDRESS	<u>170 CELESTIAL WAY</u>	<u>UNIT 54</u>	
CITY	<u>JUNO BEACH</u>	<u>FLORIDA</u>	<u>FLORIDA</u> ZIP <u>33408</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>PHYLLIS CORDOVER - ADULT LEARNING STRATEGIES, INC</u>		
ADDRESS	<u>170 CELESTIAL WAY</u>	<u>UNIT 54</u>	
CITY	<u>JUNO BEACH</u>	<u>FLORIDA</u>	<u>FLORIDA</u> ZIP <u>33408</u>

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	PHYLLIS CORDOVER		
ADDRESS	170 CELESTIAL WAY		
CITY	JUNO BEACH	STATE	FLORIDA ZIP 33408
NAME	HOWARD CORDOVER		
ADDRESS	170 CELESTIAL WAY		
CITY	JUNO BEACH	STATE	FLORIDA ZIP 33408
NAME	ALLISON CORDOVER		
ADDRESS	300 EAST 93RD ST		
CITY	NEW YORK NY 10108	STATE	NY ZIP 10108

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	PHYLLIS CORDOVER		
ADDRESS	170 CELESTIAL WAY		
CITY	JUNO BEACH	STATE	FLORIDA ZIP 33408
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of FEBRUARY, 1996.

Phyllis Cordover (Seal)
Howard Cordover (Seal)
Allison Cordover (Seal)

**CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

ADULT LEARNING STRATEGIES, INC
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 170 CELESTIAL WAY
JUNO BEACH FL 33408

has named PHYLLIS CORDOVER
located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

Phyllis Cordover
(registered agent)

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TALLAHASSEE, FLORIDA
UNIT 54