

FOLEY & LARDNER
ATTORNEYS AT LAW

ESTABLISHED 1842

**ARTICLES OF INCORPORATION
OF
BUILDING BLOCKS LEARNING CENTER, INC.**

FILED
96 APR -5 AM 10:41
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as sole incorporator of BUILDING BLOCKS LEARNING CENTER, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be BUILDING BLOCKS LEARNING CENTER, INC. (the "Corporation").

ARTICLE II

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Duration

The period of existence of the Corporation is perpetual.

ARTICLE IV

Principal Office; Mailing Address

The location of the principal office and the mailing address of the Corporation is 145 Wilson Road, DeBary, Florida 32713, which location shall be subject to change as provided in the Corporation's Bylaws.

ARTICLE V

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the initial registered agent at such address is F & L Corp.

ARTICLE VI

Authorized Shares

The aggregate number of shares the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, \$0.01 par value per share.

ARTICLE VII

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one (1) person, the exact number to be determined from time to time in accordance with the Bylaws of the Corporation. The initial directors of the Corporation shall be:

Diane Ferrell	145 Wilson Road DeBary, Florida 32713
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Mary Dietzel	146 Wilson Road DeBary, Florida 32713
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ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the Corporation is: Jennifer S. Brown, c/o Foley & Lardner, 111 North Orange Avenue, P.O. Box 2193, Orlando, Florida 32802-2193.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 3rd day of April, 1996.

Jennifer S. Brown
Jennifer S. Brown, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of April, 1996, by Jennifer S. Brown. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

{Notary Seal must be affixed}

Mary McDermott-Holt
Signature of Notary

OFFICIAL NOTARY SEAL
MARY MCDERMOTT-HOLT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC440682
MY COMMISSION EXPI. MAR. 6, 1999

Mary McDermott-Holt
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____

**ACCEPTANCE OF APPOINTMENT BY
INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505 of the Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED this 3rd day of April, 1996.

F & L CORP.,
a Wisconsin corporation

By: _____


John A. Sanders, Agent

FILED

SS 200-5 20041

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.
John R. Dawson
Michael W. Grebe
Charles V. Hadrick
William D. King
David M. Rieth
John A. Sanders
William P. Sklar
Martin A. Traber
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe
Chairman and Chief Executive
Officer

P96000029853

DIANE FERRELL
145 WILSON ROAD
DEBARY, FL 32713

FILED
96 SEP 11 AM 9:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

407-422-0353

400001944554
-09/11/96--01052--021
*****35.00 *****35.00

Request taken by:
08-28-1996

The forms you recently requested from this office are:

- (1) 311. Dissolution Profit Corp.

Should you have any questions or need any further information,
please contact us at the address below:

Division of Corporations - P.O. BOX 6327 - Tallahassee FL 32314

U6 ldis

VS SEP 16 1996

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED
96 SEP 11 AM 9:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FIRST: The name of the corporation is: Building Blocks
Learning Center, Inc.

SECOND: The articles of incorporation were filed on: April 5, 1996

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☐ A majority of the incorporators authorized the dissolution.

☒ A majority of the directors authorized the dissolution.

Signed this 5th day of September, 19 96

Signature

D. Ferrell
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Diane Mary Ferrell
(Typed or printed name)

Chairman

(Title)