

196000030808  
FOSTER & KELLY  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
FIRST UNION BUILDING  
20 NORTH ORANGE AVENUE  
SUITE 800  
ORLANDO, FLORIDA 32801  
(407) 483-4000

WILLIAM F. FOSTER  
STEVEN M. FAHLGREN\*  
JAMES E. FOSTER  
TOMPKINS A. FOSTER  
MARK W. GANNETT\*  
ROBERT A. KELLY  
WILLIAM M. LINDEMAN\*  
JASON A. ROSENTHAL

\* ALSO ADMITTED IN VIRGINIA  
\* ALSO ADMITTED IN GEORGIA  
\* ALSO ADMITTED IN ILLINOIS AND CALIFORNIA  
\* ALSO ADMITTED IN CALIFORNIA

MAILING ADDRESS:  
POST OFFICE BOX 3887  
ORLANDO, FLORIDA 32808-3887

TELECOPIER NUMBER  
(407) 483-1748

OUR FILE NO

March 29, 1996

T61\14763

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

600001766296  
--04/02/96--D1062--006  
\*\*\*131.75 \*\*\*131.75

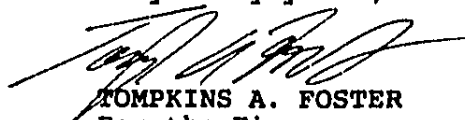
RE: The Learning Resource Center, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with the Florida Department of State. Also enclosed is a check in the amount of \$ 131.75 to cover the costs of filing these Articles, certifying them and providing us with a certificate of good standing for this filing.

If you have any questions or need additional information please do not hesitate to contact the undersigned.

Very truly yours,

  
TOMPKINS A. FOSTER  
For the Firm

/dd  
Enclosures  
Lt001dd.taf

FILED  
96 APR -1 PM 8:37  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

APR 8 1996

BSB

ARTICLES OF INCORPORATION  
OF  
THE LEARNING RESOURCE CENTER, INC.

FILED  
96 APR -1 AM 0:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I.

NAME

The name of this corporation is THE LEARNING RESOURCE CENTER, INC.

Article II.

ADDRESS

The physical address of the principal office of the corporation and the mailing address is 1391 Chaparral Lane, Winter Springs, Florida 32708-4853.

Article III.

DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the Secretary of State.

Article IV.

NATURE

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

Article V.

CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of authorized stock all of one class for a par value of \$1.00 per share, to be designated "common shares".

Article VI.

REGISTERED AGENT

The name and physical address of the initial registered agent and office of this corporation is LARRY SAILER.

Article VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have 4 directors initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of the corporation are:

James I. Beard	1641 E. Horatio Avenue Maitland, Florida 32751
Tori L. Beard	1641 E. Horatio Avenue Maitland, Florida 32751
James Yannucci	635 Pine Drive Altamonte Springs, Florida 32714
Larry S. Sailer	1391 Chaparral Lane Winter Springs, Florida 32708-4853

Article VIII.

INCORPORATOR

The name and address of the person signing these Articles is

Larry Sailer, 1391 Chaparral Lane, Winter Springs, Florida 32708-4853.

Article IX.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 28 day of March, 1996.

Larry S. Sailer  
Incorporator

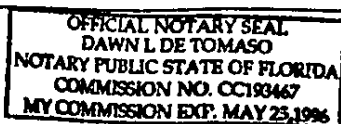
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was personally acknowledged before me this 28 day of March, 1996 by Larry S. Sailer, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

Dawn L. DeTomaso (Signature of person taking acknowledgment)  
Dawn L. DeTomaso (Name typed, printed or stamped)

Notary Public

(serial number, if any)



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of THE LEARNING RESOURCE CENTER, INC., and agree to comply with the provisions of Florida Statutes.

Larry S. Sailer  
LARRY S. SAILER

STATE OF FLORIDA  
COUNTY OF ORANGE

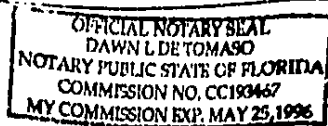
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LARRY S. SAILER, to me known to be described as REGISTERED AGENT for THE LEARNING RESOURCE CENTER, INC., who executed the foregoing designation as REGISTERED AGENT, and acknowledged before me that he subscribed to such designation of REGISTERED AGENT.

WITNESS my hand and official seal in the County and State named above, this 28 day of March, 1996.

Dawn L. DeTomaso (Signature of person taking  
acknowledgment)  
Dawn L. DeTomaso (Name typed, printed or stamped)

Notary Public

(serial number, if any)



FILED  
96 APR -1 AM 8:37  
TALLAHASSEE, FLORIDA

P96000030208

FOSTER & KELLY  
A PROFESSIONAL CORPORATION  
ATTORNEYS AT LAW  
P.O. BOX 3507  
ORLANDO, FLORIDA 32808-3507

April 26, 1996

T61\14763

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

RE: The Learning Resource Center, Inc.  
P96000030208

500001802185  
-04/30/96--01121--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Please find enclosed an original and one copy of Articles of Amendment to the Articles of Incorporation of The Learning Resource Center, Inc. Please file the original, file stamp the copy and return it in the enclosed, stamped, self-addressed envelope.

Our check in the amount of \$35.00 to cover the costs of filing these amendments is enclosed for your convenience.

If you have any questions or require additional information please feel free to contact me.

Very truly yours,

*Larry S. Sailer*  
Larry S. Sailer  
Secretary

/dd  
Enclosure

FILED  
APR 29 PM 2:56  
TALLAHASSEE, FLORIDA

*OK*  
P96000030208  
Amend  
4-29-96

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

THE LEARNING RESOURCE CENTER, INC.

FILED  
96 APR 29 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida law, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation as filed April 1, 1996:

ARTICLE I  
NAME

The name of the corporation is

THE LEARNING RESOURCE CENTER, INC.

ARTICLE II  
AMENDMENTS TO ARTICLES

A. Article IV of the Articles of Incorporation shall be amended to read as follows:

Article IV

NATURE

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and State of Florida.

B. Article V of the Articles of Incorporation shall be amended to read as follows:

Article V

CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of authorized stock for a par

value of \$.10 per share, to be designated  
common shares.

ARTICLE III  
SHAREHOLDER APPROVAL

No shares having been issued, this Amendment was adopted by the sole Incorporator in accordance with F.S. § 607.1005 (1995) without shareholder approval.

IN WITNESS WHEREOF, the undersigned sole incorporator of the Corporation have made and subscribed these Articles of Amendment at Winter Park, Florida, for the uses and purposes aforesaid, this 26<sup>th</sup> day of April, 1996.

Larry S. Sailer  
LARRY S. SAILER  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of April, 1996, by LARRY S. SAILER who is personally known to me (who has produced a Florida Driver's License as identification).

Dawn L. De Tomaso  
Notary Public  
State of Florida

