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**CSC networks**

TELEPHONE SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 038053 7113572

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

FILED

96 JUL 31 PM 2:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 31, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 038053

CUSTOMER NO: 7113572

800001808518

CUSTOMER: Ms. Fay B. Mlinarich  
FAY B. MLINARICH

9009 Seminole Blvd., Suite 2b

Seminole, FL 34642

DOMESTIC FILING

NAME: THE LEARNING ZONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
96 JUL 31 PM 12:35  
DIVISION OF CORPORATION

*7-31-96*

**ARTICLES OF INCORPORATION  
OF  
THE LEARNING ZONE, INC.**

FILED  
96 JUL 31 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name.** The name of this Corporation shall be:  
**THE LEARNING ZONE, INC.**

**ARTICLE II**

**Duration.** The period of its duration is perpetual.

**ARTICLE III**

**Purpose.** The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock.** The Corporation is authorized to issue 1,000 shares of stock, all of class, at \$1.00 par value.

**ARTICLE V**

**Initial Registered Office and Agent.** The Street address of the initial registered office of this corporation is 1419 Sunset Point Road, Clearwater, FL 34615. The name of the initial registered agent of this corporation at that address is Fay B. Mlinarich. This is also the principal address for the corporation.

**ARTICLE VI**

**Initial Board of Directors.** This corporation shall have two (2) director initially. The number of directors may be either increased or decreased (whichever applies) from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Board of Directors of this corporation are:

Fay B. Milnarich, President/Secretary/Treasurer  
1419 Sunset Point Road  
Clearwater, FL 34615

Dean R. Milnarich, Vice President  
1419 Sunset Point Road  
Clearwater, FL 34615

#### **ARTICLES VII**

Incorporators. The names and addresses of the Incorporators signing these Articles are:

Fay B. Milnarich  
1419 Sunset Point Road  
Clearwater, FL 34615

Dean R. Milnarich  
1419 Sunset Point Road  
Clearwater, FL 34615

#### **ARTICLES IX**

Indemnification. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLES X**

Informal Action of Directors. If all the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of Corporation, the action shall be as valid as if it had been authorized at a meeting of the Board of Directors.

#### **ARTICLES XI**

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

IN WITNESS WHEREOF, the undersigned Incorporators have executed these articles of Incorporation this 25 day of July, 1996.

WITNESSES:

[Signature]

Fay B. Mlinarich  
**FAY B. MLINARICH**  
Incorporator

[Signature]

Fay B. Mlinarich  
**FAY B. MLINARICH**  
Registered Agent

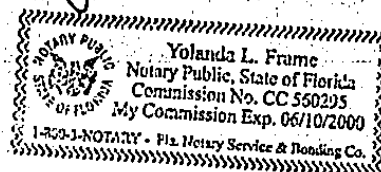
**STATE OF FLORIDA**  
**COUNTY OF PINELLAS**

I HEREBY CERTIFY that on this 25<sup>th</sup> day of July, 1996 personally appeared before me, the undersigned authority, Fay B. Mlinarich to me well known to be the person described in and who executed the foregoing instrument and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein set forth.

WITNESS my hand and official seal the date last aforesaid.

Yolanda L. Frame  
**Notary Public**

My Commission Expires 6/10/2000



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

That **THE LEARNING ZONE, INC.**, desires to organize under the laws of the State of Florida, with its principal office as designated in the articles of Incorporation, in the City of Clearwater, Pinellas County, FLorida, and has named Fay B. Mlinarich, 1419 Sunset Point Road, Clearwater, Florida 34615, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:** Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, an agree to comply with the provisions of said Act of keeping open said office.

Dated: 7/24/96

Fay B Mlinarich  
**Fay B. Mlinarich, Resident Agent**