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CRAWFORD & OWEN, P. A.
ATTORNEYS AT LAW
888 Executive Center Drive West
Suite 202
ST. PETERSBURG, FLORIDA 33702-2403

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 1:20

BRUCE C. CRAWFORD
GEORGE E. OWEN, JR.

TELEPHONE 813 / 579-9978
FAX 813 / 579-4902

October 17, 1996

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****122.50 ****122.50

Secretary of State
Corporation Division
The Capitol
Tallahassee, Fl 32304

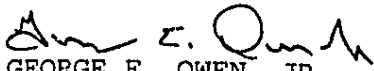
RE: Stabilized Learning Center - Tampa, Inc.

Gentlemen:

I enclose check in the amount of \$122.50 and original and one copy of the Articles of Incorporation of Stabilized Learning Center - Tampa, Inc.

I would appreciate your acknowledgement of this filing at your earliest convenience and thank you for your assistance.

Sincerely,


GEORGE E. OWEN, JR.

GEO:ms
Enclosures

D. BROWN OCT 22 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 1:20

ARTICLES OF INCORPORATION
OF
STABILIZED LEARNING CENTER - TAMPA, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Directors and Incorporators under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

STABILIZED LEARNING CENTER - TAMPA, INC.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at
4923 Edensburg Drive, Tampa, Florida 33647.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

Provide an educational program to individuals with learning disabilities, ADD and ADHD, and generally to do and perform everything necessary for carrying out the aforesaid purposes, and

to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI

Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Paul M. Norris	500	4923 Edensburg Drive Tampa, Fl 33647

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting

if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

ARTICLE X

Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the

business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President/Secretary

Paul M. Norris
4923 Edensburg Drive
Tampa, Fl 33647

Vice President/Treasurer

Maria Beatriz Michelini-Norris
4923 Edensburg Drive
Tampa, Fl 33647

ARTICLE XI

Seal

The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 1996-FLORIDA" and around the circumference thereof the words "STABILIZED LEARNING CENTER - TAMPA, INC.

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702. The name of the initial registered agent of this corporation at that address is: GEORGE E. OWEN, JR.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 17th day of October, 1996.


PAUL M. NORRIS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared PAUL M. NORRIS, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of STABILIZED LEARNING CENTER - TAMPA, INC. as the original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: _____

or personally known ✓.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this 17th day of October, 1996.

Michele Schibler
Notary Public

Print name: Michele Schibler

My commission expires:

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 1999
CC499623

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 1:20g

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that STABILIZED LEARNING CENTER - TAMPA, INC. is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Clearwater, County of Pinellas, State of Florida, and has named GEORGE E. OWEN, JR., located at 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.


GEORGE E. OWEN, JR.

Personally sworn to and subscribed before me this 17th day of October, 1996. I relied upon the following form of identification: _____ or personally known: ✓


Notary Public

Print name: Michele Schibler

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 1999
CC499623

P96000087011

CRAWFORD & OWEN, P.A.

ATTORNEYS AT LAW

888 Executive Center Drive West

Suite 202

ST. PETERSBURG, FLORIDA 33702-2403

BRUCE C. CRAWFORD
GEORGE E. OWEN, JR.

TELEPHONE 813 / 579-9978
FAX 813 / 579-4902

November 5, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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*****35.00 *****35.00

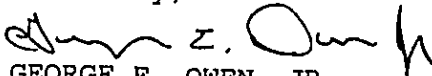
RE: Stabilized Learning Center-Tampa, Inc.

Gentlemen:

Enclosed herewith please find Articles of Amendment for the above referenced corporation along with our check in the amount of \$35.00 for filing fees.

Please furnish acknowledgment of this filing in the envelope provided. Thank you for your assistance with this matter.

Sincerely,


GEORGE E. OWEN, JR.

GEO:ms
Enclosures

Spoke w/ Michelle,
wrote name changed
to Norris + Norris, Inc.

N/C

SH 11/8

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV -8 PM 2:14

FILED

FILED
96 NOV - 8 PM 2: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

AMENDMENT TO ARTICLES OF INCORPORATION
OF
STABILIZED LEARNING CENTER-TAMPA, INC.

To the Secretary of State of Florida:

WHEREAS, the Articles of Incorporation for the subject corporation were filed on October 21, 1996 and assigned Charter Number F96000087011; and

WHEREAS, the Corporation is desirous of amending the Articles of Incorporation to change the name to NORRIS & NORRIS, INC.

NOW THEREFORE, the undersigned, constituting all of the Directors and all of the Stockholders of STABILIZED LEARNING CENTER-TAMPA, INC. are desirous of and on this date do hereby amend the Articles of Incorporation of STABILIZED LEARNING CENTER-TAMPA, INC. to change the name to NORRIS & NORRIS, INC.

WHEREFORE, the undersigned Directors and Shareholders pray that the Department of State file these Articles of Amendment in accordance with Florida Statutes Chapter 607.

Dated and adopted this 1 day of November, 1996.

Directors, Shareholders and Officers

Paul M. Norris
PAUL M. NORRIS as Shareholder,
Director, President

Maria Beatriz Michelini-Norris
MARIA BEATRIZ MICHELINI-NORRIS as
Vice President

STATE OF FLORIDA
COUNTY OF Hillsborough

Personally appeared before me, PAUL M. NORRIS, as President and MARIA BEATRIZ MICHELINI-NORRIS, as Vice President of STABILIZED

LEARNING CENTER-TAMPA, INC. to me well known and personally known to me to be the persons described in and who executed the foregoing and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of November, 1996.

Notary's Seal



JOYCE A MCFAUL
My Commission CC395632
Expires Jul. 28, 1998

My Commission Expires: 7/26/98
Commission Number: CC 395632

Joyce A McFaul
Notary Public