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LAW OFFICES
WOLFMAN & WOLFMAN
PROFESSIONAL ASSOCIATION

STANLEY WOLFMAN
DAVID J. WOLFMAN

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MERRITT ISLAND, FLORIDA 32954-0513

TELEPHONE 407/459-2410
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January 9, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Sharpes Learning Center, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50.

A self-addressed stamped envelope has been provided for your convenience for the return of the recorded Articles.

Thank you for your cooperation in this matter.

Very truly yours,



STANLEY WOLFMAN

SW/jo
Enclosure

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ARTICLES OF INCORPORATION

OF

SHARPES LEARNING CENTER, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SHARPES LEARNING CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business, and to do all such acts and things as may be necessary or convenient to carry out the purposes intended by the organization of this corporation and, finally for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1330 Hannah Drive, Merritt Island, Florida, and the name of the initial registered agent of this corporation is LINDA DIANNE SMITH, whose address is 1330 Hannah Drive, Merritt Island, Florida 32952.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

TED LOREN SMITH, SR.
839 Faull Drive
Rockledge, FL 32955

ANTHONY KEARNEY SMITH
1330 Hannah Drive
Merritt Island, FL 32952

LINDA DIANNE SMITH
1330 Hannah Drive
Merritt Island, FL 32952

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:
LINDA DIANNE SMITH, 1330 Hannah Drive, Merritt Island, Florida.

ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - INDEMNIFICATION

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

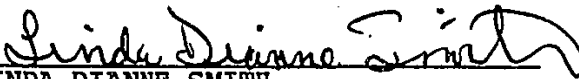
ARTICLE XI - AMENDMENT

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.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SHARPES LEARNING CENTER, INC., which is contained in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

DATED this 8th day of January, 1997.


LINDA DIANNE SMITH
Registered Agent

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of incorporation this 8 day of January, 1997.

SHARPES LEARNING CENTER, INC.


By: LINDA DIANNE SMITH

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared LINDA DIANNE SMITH, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8 day of January, 1997.

Julie E. O'Connor
Notary Public

My Commission expires:



JULIE E. O'CONNOR
My Comm Exp 1-20-98
Bonded By Service Inc.
No. cc350549
My Personal Name 1702-28

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97 JAN 15 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA