

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
 97 JAN 28 AM 9:14  
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AMP \_\_\_\_\_

WALK-IN Will Pick Up 128 1100 300 1/28

RE: T.H.E. Immigration  
Center, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

100002070371--5  
 -01/28/97--01064--016  
 \*\*\*122.50 \*\*\*122.50

97 JAN 28 AM 9:53  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

Articles of Incorporation  
of T.H.E. Imagination Center, Inc.

FILED  
97 JAN 28 AM 9: 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I. The name of the Corporation is T.H.E. Imagination Center, Inc.

II. The principal office of the Corporation in the State of Florida is located at 7359 Curry Ford Road, Orlando, in Orange County, Florida. Its registered agent at that address is George Hudson.

III. The nature of the business of the Corporation and its objects are:

A. To acquire, maintain, develop, rent, use, mortgage, and dispose of real property and interests;

B. To acquire, own, pledge, dispose of, and deal in shares of capital stock, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chooses in action, and evidences of indebtedness or interest issued or created by any corporations, associations, firms, trusts, or persons, public or private;

C. To acquire and pay for, in cash, stock, bonds, or other securities of the Corporation or otherwise, the goodwill, rights, assets, and property of any person, firm, association, or Corporation;

D. To enter into, make, and perform contracts of every kind;

E. To borrow moneys and to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness;

F. To lend any of its funds, either with or without security;

G. To acquire, hold and dispose of shares of its own capital stock and the rights thereto;

H. To carry on any other lawful business for which a corporation may be organized under the laws of Florida, including but not limited to that of providing child-care, educational, and other services to Central Florida patrons;

I. To carry out all or any part of the foregoing purposes as principal or agent;

J. To do all such things as are necessary and incidental to the attainment of the above-stated purposes; and

K. To have and exercise all the powers conferred upon corporations by the laws of the State of Florida.

IV. The total, initial number of shares of stock which the Corporation shall have authority to issue is five hundred (500), at one dollar (\$1.00) per share.

V. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VI. A. The names and mailing addresses of the incorporators are: Maria Miller, 2959 Alafaya Trail, Oviedo, FL 32765; George Hudson, 8521 Billingshurst Place, Orlando, FL 32825; David Lach, 4250 Alafaya Trail, Suite 180, Oviedo, FL 32765; and Randy Hall, 615 MacGlen Ross Drive, Oviedo, FL 32765. The Shareholders or the Board may elect or appoint a Chairman, a President (presently denominated as Maria Miller), one or more Vice Presidents (presently denominated as George Hudson), a Secretary (presently denominated as David Lach), a Treasurer (presently denominated as Randy Hall), and such other officers as it may determine, who shall have such duties and powers as hereinafter provided.

B. All Corporate activities, including all Shareholder meetings, shall be undertaken and completed by the Shareholders and Corporate officers, unless a Board of Directors is nominated and approved by the Shareholders as more specifically defined below. Pursuant to §607.0732(1), passim, Fla. Stat., the Shareholders have agreed to eliminate the need for a Board of Directors until such time as a Board of Directors becomes necessary for the exercise of the Corporate activities.

VII. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors (Board) may be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow. In the interim, the Corporation shall be governed by the Shareholders.

VIII. All of the property and assets of the Corporation may be sold, leased, or exchanged, upon such terms and conditions and for such consideration as the Shareholders shall deem appropriate for the best interests of the Corporation.

IX. A Corporate director or officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Shareholders.

X. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the Corporation in good faith, and as may be designated by the Bylaws.

XI. Any Corporate contract, transaction, or act which is approved or ratified by a majority of a quorum of the shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

XII. The Shareholders may adopt By-Laws from time to time, to provide, inter alia, for the fullest indemnification permitted by the laws of the State of Florida. The Shareholders may also cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

XIII. Meetings of shareholders and directors may be held outside the State of Florida.

XIV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute.

XV. Whenever a vote of Shareholders at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of shareholders who, if voting, could have authorized such action shall consent in writing to such Corporate action being taken.

XVI. The regular meetings of the Corporation shall be held on the first (1st) business day of each calendar year, or as soon thereafter as a meeting may be properly scheduled by the Shareholders. The annual meeting of the Shareholders shall be held on the first (1st) day of January of each year, or as soon thereafter as is reasonable. Special meetings may be held when directed by the Shareholders.

XVII. Any shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the shareholder or his attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XVIII. The Directors, if any, shall be elected at the annual meeting of the shareholders.

XIX. The Corporation shall at all times keep correct minutes, books, and records of account.

XX. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXI. The fiscal year shall begin the first (1st) day of January of each calendar year.

XXII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate shareholders, officers, or

directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

In witness whereof the undersigned, for the purpose of forming a Corporation pursuant to the General Corporation Laws of the State of Florida, do make this certificate on this 21<sup>st</sup> day of January, 1997.

I also accept designation as registered agent.

Witness:

Sam A. Melis

T.H.E. Imagination Center, Inc.

By:

George Hudson  
George Hudson, Incorporator,  
Registered Agent, Vice President