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CHRISTOPHER A. DETZEL
MASTER OF LAWS IN TAXATION

PLEASE REPLY TO:

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MAITLAND, FLORIDA 32794-1030

TELEPHONE
(407) 645-1165
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(407) 645-3488

January 27, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

RE: Incorporation - Articles

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****122.50 ****122.50

Dear Sir:

Enclosed for filing are original of Articles of Incorporation for the following corporation:

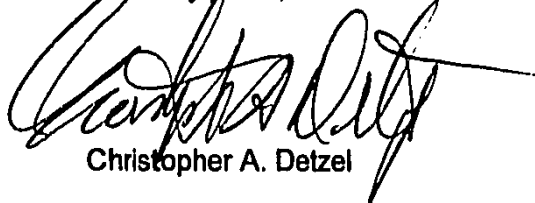
SLS LEARNING CENTERS, INC.

We are requesting you expedite processing and filing the enclosed articles in accordance with Section 607.0203 Fla. Stat. Please note, corporation existence commences on filing.

We enclose a duplicate original of the Articles for you to stamp and return along with the proper certificate for a certified copy of the Articles. We enclose our firm check # 2441 in the amount of \$122.50 for filing fees, certified copy and registered agent designation. Please return these documents in the self-addressed mail package.

If you have any questions, please contact us.

Sincerely yours,



Christopher A. Detzel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

SLS LEARNING CENTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, natural persons competent to contract, hereby form a corporation for profit under the General Business Corporation Act and laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is SLS LEARNING CENTERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be: 7457 E. Aloma Avenue, Suite 301, Winter Park, Florida 32789 with a mailing address of: P.O. Box 1393 Goldenrod, FL 32733-1393

ARTICLE III - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing these Articles.

ARTICLE IV - GENERAL PURPOSE AND BUSINESS

This Corporation is organized to conduct and may engage in any and all lawful business authorized or not prohibited under the laws of the United States and Chapter 607 of the Florida Statutes, as may be amended. This shall specifically include, but not be limited to:

A. To create, establish and operate one or more private "learning centers" to provide classes or training designed to educate children and adults with various types of learning disabilities or learning disorders, or similar special education needs, (including Attention Deficit-

Hyperactive Disorder) utilizing the "Stabilized Learning System" program or teaching methodology.

B. To provide development and research for modifying, enhancing and improving such educational programs and for developing additional programs to improve the education and training of learning disabled students.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, designated as "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office and registered agent designated by the Corporation are: CHRISTOPHER A. DETZEL, ESQUIRE, 540 E. Horatio Avenue, Suite 202, Maitland, Florida 32751.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial number of Directors of this Corporation shall be four (4) directors. The number of Directors may be increased or diminished from time to time according to the Bylaws but shall never be less than one (1). The initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Kent T. Allen	7457 E. Aloma Avenue, Suite 301 Winter Park, Florida 32789
Richard J. Fixaris	7457 E. Aloma Avenue, Suite 301 Winter Park, Florida 32789
Joseph D. Morales	7457 E. Aloma Avenue, Suite 301 Winter Park, Florida 32789

Donald F. Lyman

7457 E. Aloma Avenue, Suite 301
Winter Park, Florida 32789

Directors may be removed from office as provided in the Bylaws.

ARTICLE VIII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors, as provided in the Bylaws.

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles is: Kent T. Allen and Joseph D. Morales, 7457 E. Aloma Avenue, Suite 301, Winter Park, FL 32789

ARTICLE X- INDEMNIFICATION

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

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, this Corporation shall have the following powers:

A. To enter into, or become a partner or venturer in any arrangement for sharing profits, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue, or to enter into license or sublicense agreements with other persons to carry on such business.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares

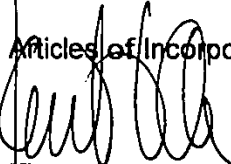
owned and held by a shareholder who dies; provided, however that the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 20th day of January, 1997.

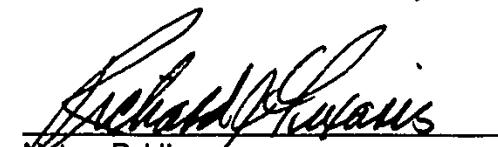


Kent T. Allen, Incorporator


Joseph D. Morales, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

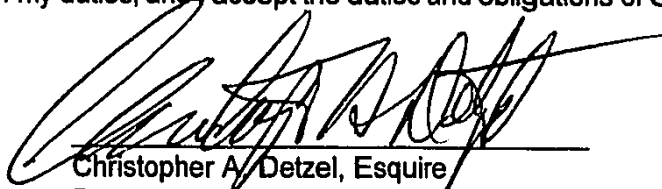
Before me personally appeared KENT T. ALLEN and JOSEPH D. MORALES, each of whom is personally known to me and did not take an oath and who executed the foregoing Articles of Incorporation and acknowledged to me that they executed said instrument for the purposes therein expressed. Witnesseth my hand and official seal this 20 day of January, 1997.


Notary Public:
Commission No.:
My commission expires:

RICHARD J. FIXARIS
COMMISSION # CC470526
EXPIRES JUNE 11, 1999


ACCEPTANCE BY REGISTERED AGENT

Having been named above as registered agent for the above referenced corporation, at the place designated in the Articles of Incorporation above, I hereby accept the appointment to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Fla. Stat.


Christopher A. Detzel, Esquire
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this ____ day of January, 1997 by CHRISTOPHER A. DETZEL, ESQUIRE who is personally known to me and who did not take an oath.


Notary Public: _____
Commission No.: _____
My commission expires: _____



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA