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A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street
Jacksonville, FL 32210
904-777-1533

Department of State
Division Of Corporations
P.O. BOX 6327
Tallahassee, FL 32314


RE: Articles of Incorporation

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-02/03/97--01006--016
****122.50 ****122.50

Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Incorporation for Progressive Learning Center Westside, Inc.. If you have any questions, please contact me at 904-777-1533.

Regards


Jeffrey L. Hill
ABS Paralegal
7628-5 103rd St.
Jacksonville, FL 32210

FILED
97 JAN 31 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 2/4/97

**ARTICLES OF INCORPORATION
OF
Progressive Learning Center Westside, Inc.**

The undersigned incorporator's, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is Progressive Learning Center Westside, Inc.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT

Its principal office and mailing address in the State of Florida is 1855 Hamilton Street, in the City of Jacksonville, County of Duval. The name of its registered agent at such address is Wendy Epps.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1000 shares having a par value of one dollar (\$1.00) per share.

ARTICLE V. INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation is:

Wendy Epps
6409 Diamond Leaf Dr.
Jacksonville, FL 32244

Cheryl Coates
843 Alderman Road #402
Jacksonville, FL 32211

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TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall initially have two (2) board of directors. The number of directors may be either increased or diminished from time to time, as provided by the By-laws. The names and addresses of the first Board of Directors are:

President	Wendy Epps 6409 Diamond Leaf Dr. Jacksonville, FL 32244
Vice-President	Cheryl Coates 843 Alderman Road #402 Jacksonville, FL 32211


ARTICLE VII. LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

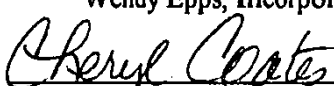
ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 27th day of Jan, 1997



Wendy Epps, Incorporator



Cheryl Coates, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is: Progressive Learning Center Westside, Inc..
2. The name and address of the registered agent and office is:

Wendy Epps
1855 Hamilton Street
Jacksonville, FL 32210

(Specified in Article II of Articles of Incorporation)

Signature: Wendy Epps
Wendy Epps

Title: Incorporator

Date: 1/27/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Wendy Epps

Date: 1/27/97

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