

ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

May 9, 1997

Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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900002178079--7
-05/14/97--01053--012
*****70.00 *****70.00

Re: Wings of Learning, Inc.

To Whom It May Concern:

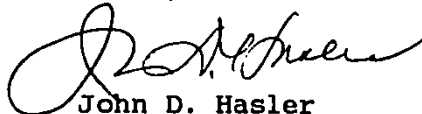
Please find enclosed original and one copy of Articles of Incorporation of Wings of Learning, Inc. for filing, together with our firm's check for \$70.00.

Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is greatly appreciated.

Yours truly,

BLAKE, TORRES & MULLER, P.A.



John D. Hasler
For the Firm
JDH/paf

Enclosure

F. CHETTER MAY 16 1997

**ARTICLES OF INCORPORATION
OF
WINGS OF LEARNING, INC.**

FILED
97 MAY 16 AM 10:31
TALLAHASSEE FLORIDA

ARTICLE I:

The name of the corporation is **WINGS OF LEARNING, INC.**

ARTICLE II:

This corporation shall have perpetual existence, commencing as of the time these **ARTICLES** are filed by the Department of State, Division of Corporations.

ARTICLE III:

This corporation is formed for the purpose of engaging in providing tutorial and educational services for students of school age and for adults. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV:

This corporation is authorized to issue one thousand shares of common stock with each share having a par value of ten dollars (\$10.00).

ARTICLE V:

The corporation shall have two directors who shall also serve as the president and secretary/treasurer for the first year. The directors shall be elected annually thereafter under provisions of the By-Laws to be adopted.

ARTICLE VI:

The initial directors are:

**Barbara A. Proffitt
491 Tropical Isles Circle
Ft. Pierce, FL 34982**

**Barbara L. Greene
491 Tropical Isles Circle
Ft. Pierce, FL 34982**

ARTICLE VII:

The name and address of the persons signing the **ARTICLES**:

same as **ARTICLE VIII** above

ARTICLE VIII:

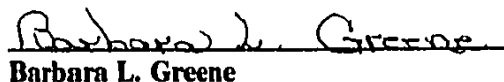
The address of the initial registered office shall be 491 Tropical Isles Circle, Ft. Pierce, Florida 34982 and the resident agent at that address is **Barbara L. Greene**.

ARTICLE IX:

The corporation reserves the right to amend or repeal any provisions contained in these **ARTICLES** or any **AMENDMENT**, under the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned subscribers have executed these **ARTICLES OF INCORPORATION** this 9th day of ~~April~~^{MAY}, 1997.

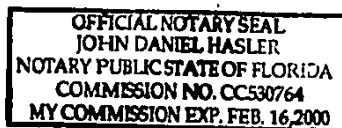

Barbara A. Proffitt


Barbara L. Greene

STATE OF FLORIDA
COUNTY OF ST. LUCIE

}
} ss:

SUBSCRIBED AND SWORN TO BEFORE ME this 9th day of May, 1997, by
BARBARA A. PROFFITT and BARBARA L. GREENE who are personally known to me, a
Notary Public, duly commissioned in the State of Florida.




Notary Public

FILED
97 MAY 14 AM 10:31
ALLIANCE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted:

That **WINGS OF LEARNING, INC.** desiring to organize under the laws of the
State of Florida, with the principal office of the corporation at 491 Tropical
Isles Circle, Ft. Pierce, Florida 34982, has named **Barbara L. Greene** as its
agent to accept service of process in the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the aforementioned corporation, **WINGS
OF LEARNING, INC.**, at the place designated in this certificate, the undersigned agrees to
act in this capacity and agrees to comply with the provisions of the law of the State of
Florida relative to keeping the designated office open.


Barbara L. Greene, Registered Agent

QASUSAN\WINGS.ARTICLES