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KILLGORE PEARLMAN

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ROBERT M. STEENBERGH, P.A.
OF COUNSEL

May 29, 1997

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

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-05/30/97--01112--014
***122.50 ***122.50

Re: The Forsythe Academy of Learning, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE PEARLMAN

Craig S. Pearlman/se
Craig S. Pearlman

CSP/se
Enclosures

AL JUN - 2 1997

FILED
97 MAY 30 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FORSYTHE ACADEMY OF LEARNING, INC.

FILED

97 MAY 30 AM 9:50

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE FORSYTHE ACADEMY OF LEARNING, INC. and its principal place of business and mailing address is 2042 North Forsythe Road, Orlando, Florida 32807.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2042 North Forsythe Road, Orlando, Florida 32807 and the name of the initial registered agent of this corporation at that address is Donna Waldman-Lemons.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Donna Waldman-Lemons
2042 North Forsythe Road
Orlando, FL 32807

Charlotte Diane Charlton
2042 North Forsythe Road
Orlando, FL 32807

ARTICLE VII - INCORPORATOR

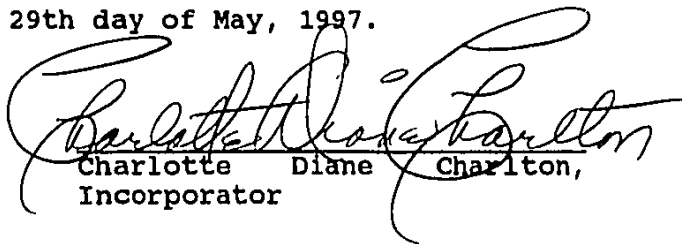
The name and address of the incorporator is:

Charlotte Diane Charlton
2042 North Forsythe Road
Orlando, FL 32807

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of May, 1997.


Charlotte Diane Charlton,
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of May, 1997, by Charlotte Diane Charlton, who is personally known to me or who has produced C643-111-26-671-0 as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Craig Stuart Pearlman

Print: Craig Stuart Pearlman
State of Florida at Large
My Commission Expires:

Commission No. _____



Craig Stuart Pearlman
My Commission CC638168
Expires May 23, 2001

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for The Forsythe Academy of Learning, Inc. hereby accepts such appointment this 29th day of May, 1997, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Donna Waldman-Lemons
Donna Waldman-Lemons

FILED
97 MAY 30 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA