09700049528 TRANSMITTAL LETTER 528

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

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SUBJECT: Level-Plus Learning, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

□ \$70.00 Filing Fee

Signature \$2.78.75
Siling Fee & Certificate

□\$122.50 Filing Fee □ \$131.25 Filing Fee,

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mary E. Negris
Name (Printed or typed)

5400 34th St. W., 9E

Bradenton FL 34210 City, State & Zip

(941) 758-8939 Daytime Telephone number SECRETARY OF STATE

ON TO THE STATE

OF THE

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

28 day of May, 19 97.

(An additional article must be added if an effective date is requested.)

Mary S. Means
Signature
Signature

Notarization is not required

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Level-Plu	s Learning, Inc.
2. The name and address of the registered agent and office is:	9 5
Mary E. Neg	Lis
5400 34 th St.\ (P. O. Box or Mail Drop Box NOT	N. 9 E STARLE)
Roalsto Fl Z	, i 56

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.

(CITY/STATE/ZIP)

Mary E. Hegris May 28, 1997
(SIGNATURE)