

LAW OFFICES  
IRBY G. PUGH  
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P97000060506

July 2, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32399

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-07/09/97--01079-012  
\*\*\*122.50 \*\*\*122.50

RE: LEARNING - IN - AMERICA, INC.

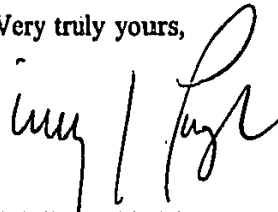
Dear Sir or Madam:

Enclosed herewith please find my firm's check in the amount of \$122.50. This check represents payment of the filing fee, certified copy fee and Registered Agent Designation fee for the Articles of Incorporation of "LEARNING - IN - AMERICA, INC.". Also enclosed is the original and one (1) copy of the Articles of Incorporation and the original and one (1) copy of the Certificate of Resident Agent.

Please file these Articles of Incorporation and return a certified copy to this office.

Thanking you in advance for your prompt attention and cooperation in this matter.

Very truly yours,



IRBY G. PUGH

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IGP/jmsc  
Enclosures  
xc: Learning - In - America, Inc.

7-11-97  
WS

ARTICLES OF INCORPORATION  
OF  
LEARNING - IN - AMERICA, INC.

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ARTICLE I - NAME

The name of this corporation is LEARNING - IN - AMERICA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of creating, producing, manufacturing and selling educational supplies and products, and such other lawful public business as may be permitted by the Statutes of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The principle office and mailing address of the initial registered office of this corporation is 589 Little River Loop, #287, Altamonte Springs, Florida 32714; and the name of the initial Registered Agent of this corporation at that address is NOEL E. WELLS.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Noel E. Wells, President  
589 Little River Loop, #287  
Altamonte Springs, Florida 32714

#### **ARTICLE VII - INCORPORATORS**

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

Noel E. Wells, President  
589 Little River Loop, #287  
Altamonte Springs, Florida 32714

#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 2nd day of July, 1997.

Noel E. Wells  
NOEL E. WELLS, President

STATE OF FLORIDA)  
COUNTY OF ORANGE)

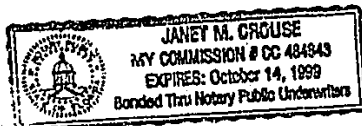
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared NOEL E. WELLS, who,

☒ did take an oath, or  
☐ did not take an oath, and

☐ who is personally known to me, or

☒ who produced Fla. Drivers License identification, #W480-625-66-147-0  
deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation, and that he executed said instrument for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this the 2nd day of July, 1997.



Janet M. Crouse  
(Print Name: JANET M. CROUSE)  
Notary Public, State of Florida

at Large

Commission No.: CC 484843  
My Commission Expires: 10/14/99

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

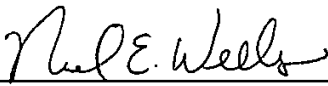
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

**First:** That LEARNING - IN - AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal office, mailing address, and registered office address, as indicated in the Articles of Incorporation, at 589 Little River Loop, #287, in the City of Altamonte Springs, County of Seminole, State of Florida, Zip Code 32714, has named NOEL E. WELLS as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:** (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
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NOEL E. WELLS,  
Resident Agent

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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