

LAW OFFICES OF  
BELLO & MATHESON, P.A.  
1835 19TH PLACE  
VERO BEACH, FLORIDA 32960

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC -8 AM 10:49

JUAN A. BELLO  
EDWARD G. MATHESON

TELEPHONE (561) 569-2667  
FACSIMILE (561) 569-8096

P97000102931

November 19, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attn: Domestic Filing Section

900002355519--7  
-11/24/97--01103--011  
\*\*\*122.50 \*\*\*122.50

Re: USA  
LEARNING CENTER, INC.

Dear Sirs:

Enclosed please find the original and one (1) copy of the Article of Incorporation for the above named, proposed Florida corporation. In addition, you will also find our firm check in the amount of \$122.50, representing payment of the following:

Corporate Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy fee	<u>\$ 52.50</u>
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to our office.

If you should have any questions, or require any additional information, please don't hesitate to contact the office.

Thanking you in advance for your attention in this matter.

Sincerely,

  
Juan A. Bello

JAB:lgh  
Enclosures

RP  
12-8-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 1, 1997

BELLO & MEATHESON, P.A.  
1835 19TH PLACE  
VERO BEACH, FL 32960

SUBJECT: THE LEARNING CENTER, INC.  
Ref. Number: W97000026723

We have received your document for THE LEARNING CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 397A00056607

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ARTICLES OF INCORPORATION  
OF  
LEARNING CENTER USA, INC.

ARTICLE I  
NAME

The name of this corporation is LEARNING CENTER USA, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

1867 20th Avenue, Vero Beach, Florida 32960

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1867 20th Avenue  
Vero Beach, Florida 32960

and the name of the initial registered agent of this corporation is:

Name  
Peter Welter

Address  
1867 20th Avenue  
Vero Beach, Florida 32960

ARTICLE VI  
COMMENCEMENT AND DURATION

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

ARTICLE VII  
BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirements for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII  
INDEMNIFICATION

This corporation shall indemnify any office, director or incorporator, or any former office, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE IX  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X  
INCORPORATOR

The name and address of the incorporator to this Article of Incorporation is:

<u>Name</u>	<u>Address</u>
Peter Welter	1867 20th Avenue Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of December, 1997.

Peter Welter  
Peter Welter

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, personally appeared Peter Welter, who being first duly sworn and known to me to be the person named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of December, 1997.

Jeanette Smith  
NOTARY PUBLIC

JEANETTE SMITH  
(Printed Name of Notary)

My Commission Expires:



JEANETTE SMITH  
My Commission CC421062  
Expires Dec. 26, 1998  
Bonded by ANB  
800-852-5878

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted with said act: LEARNING CENTER USA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Vero Beach, County of Indian River, State of Florida, has named Peter Welter, located at 1867 20th Avenue, Vero Beach, Florida 32960, as its agent 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.

  
\_\_\_\_\_  
Peter Welter

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