

P98000007243

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JAN 13 PM 12:26

Sue Anne Allbaugh  
10819 Captain Hook Circle  
Thonotosassa, FL 33592

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

**EFFECTIVE DATE**

1-9-98

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-01/23/98--01035--001  
\*\*\*122.50 \*\*\*122.50

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Sue Ann GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT pin. off-RA name  
DATE 1/23/98  
DOC EXAM ST

ST  
1/23  
W98-756



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 13, 1998

SUE ANNE ALLBAUGH  
10819 CAPTAIN HOOK CIRCLE, BOX 63  
THONOTOSASSA, FL 33592

SUBJECT: P. AND P. LEARNING CENTER, INC.  
Ref. Number: W98000000756

We have received your document for P. AND P. LEARNING CENTER, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

|                                 |          |
|---------------------------------|----------|
| Filing Fees                     | \$35.    |
| Registered Agent<br>Designation | \$35.    |
| Certified Copy                  | \$52.50  |
| Total Fee Due                   | \$122.50 |

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 198A00001781

# CERTIFICATE OF INCORPORATION OF

P. AND P. LEARNING CENTER, INC.

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SECRETARY OF STATE  
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THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

## FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is P. and P. Learning Center, Inc.

## SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

EFFECTIVE DATE

1-9-98

## THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 10819 Captain Hook Circle, Box 63  
and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the

Corporation may be served, is Sue Anne Allbaugh  
(The principal office address shall be the same as the registered office address.)

## FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

## FIFTH SHARES

The total authorized capital stock of the Corporation is Five Hundred (500) shares having a  
Par Value of One Dollar (\$1.00). All or any part of said shares may be issued by the Corporation from  
time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

## SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Sue Anne Allbaugh

10819 Captain Hook Circle, Box 63

Thonotosassa, FL. 33592

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Sue Anne Allbaugh  
10819 Captain Hook Circle , Box 63  
Thonotosassa, Fl. , 33592

Clyde A. Allbaugh  
10819 Captain Hook Circle , Box 63  
Thonotosassa, Fl. 33592

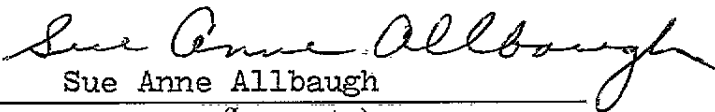
EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be January 9, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

January 9, 1998

  
Sue Anne Allbaugh  
(Incorporator)

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

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DIVISION OF CORPORATIONS  
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P. AND P. LEARNING CENTER , INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 10819 CAPTAIN HOOK CIRCLE, BOX 63  
THONOTOSASSA, FL. 33592

has named Sue Anne Allbaugh  
located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Sue Anne Allbaugh  
(registered agent)  
(SUE ANNE ALLBAUGH)