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Requestor's Name

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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<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/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 JAN 26 AM 11:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

86-27-98

Examiner's Initials

*mm*

ARTICLES OF INCORPORATION  
OF  
CAROUSEL OF LEARNING OF BREVARD, INC.

FILED  
98 JAN 26 AM 11:23  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation is CAROUSEL OF LEARNING of Brevard, Inc.

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any all lawful business activity permitted under the laws of the United States and of the State of Florida.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the

United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with Laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon Corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue ONE thousand shares of common stock with par value of \$1.00 per share.

#### ARTICLE V

##### Initial Registered Office and Agent and Principal Office

The street address of this principal office of this Corporation is: 2524 Palm Bay Road, Melbourne, Florida 32901, and the name and address of the initial registered agent of this Corporation is:

Albert S. Lagano, Esq.

25 W. New Haven Avenue, Suite E

P.O. Box 897

Melbourne, FL 32902-0897

#### ARTICLE VI

##### Initial Board of Directors

The Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from

time to time as set forth by the By Laws but in any event, shall not be less than one. The names and addresses of the initial directors are:

JOHN DAWSON	823 BRANCH BEND, CLARKSVILLE, TENN 37040
DELORES DAWSON	823 BRANCH BEND, CLARKSVILLE, TENN 37040

#### ARTICLE VII

##### Incorporator

The name and address of the person signing these Articles is ALBERT S. LAGANO, 25 WEST NEW HAVEN AVE., STE E, MELBOURNE, FL 32901

#### ARTICLE VIII

##### Pre-Emptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX

##### By-Laws

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

#### ARTICLE X

##### Officers

The officers of the Corporation shall upon be a President and Secretary. Until the first meeting of the Board of Directors or

until its successors are elected and have qualified, the following shall be the officers of the Corporation.

JOHN DAWSON     PRESIDENT AND SECRETARY

ARTICLE XI

Commencement of Existence

This Corporation shall have perpetual existence which shall begin on date of filing by the Secretary of State.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 23<sup>RD</sup> day of JANUARY, 1998.

  
ALBERT S. LAGANO

STATE OF FLORIDA:

COUNTY OF BREVARD:

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared ALBERT S. LAGANO, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed  
my official seal in the State and County aforesaid this 23RD day  
of JANUARY, 1998.



*Theresa A. Lagano*  
Notary Public  
My Commission Expires:

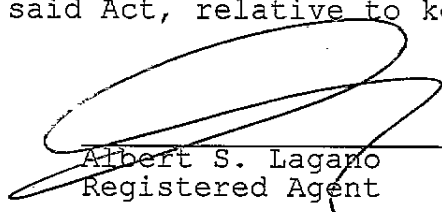
DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

First That CAROUSEL OF LEARNING OF BREVARD, INC., desiring  
to organize under the Laws of the State of Florida with its  
principal office as indicated in the Articles of Incorporation at  
Melbourne, State of Florida, has named Albert S. Lagano, located  
at 25 W. New Haven Ave., Suite E, P.O. Box 897, Melbourne,  
Florida 32902-0897, County of Brevard, State of Florida, as its  
agent to accept service of process within this State.

ACKNOWLEDGMENT

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.

  
Albert S. Lagano  
Registered Agent

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