



P98000012488

DAVID WILSON III, P.A.

Attorney at Law

PLEASE REPLY TO:

Winter Haven

February 3, 1998

1852 FIRST STREET, N.E.
BOX 3154 FVS
WINTER HAVEN, FLORIDA 33881
(941) 293-6474
FAX (941) 293-8116

927 GOLDWYN AVENUE
P.O. BOX 5253
ORLANDO, FLORIDA 32855
(407) 291-2384
FAX (407) 295-9050

Secretary Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/06/98--01012--016
*****131.25 *****131.25

Re: Articles Of Incorporation
L.E.A.R.N., INC.

Dear Sir/Madam:

Enclosed you will find an original Articles Of Incorporation along with one (1) copy of the same regarding the above referenced matter.

Further, we are enclosing check #2401 in the amount of \$131.25 for the following:

- a. Filing Fees;
- b. Certified Copy of Articles Of Incorporation; and
- c. Certificate

EFFECTIVE DATE
02-15-98

Should you have any questions, please do not hesitate to contact the undersigned.

Your cooperation will be greatly appreciated.

Sincerely,

DAVID WILSON III, ESQUIRE

DWIII:gi

Enclosure(s)

xc: file GWEN GAVE

AUTHORIZATION BY PHONE TO
CORRECT NAME.

DATE 2-9-98

DOC. EXAM QW

QW 2-9-98

FILED
98 FEB - 6 AM 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED
98 FEB -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned citizen of the State of Florida desirous of forming a Corporation under the laws of the State of Florida by and under the provisions of the Statutes of the rights, privileges and immunities of the Corporation proposes that:

ARTICLE I

The name of this Corporation shall be **L.E.A.R.N., INC.**

EFFECTIVE DATE
02-15-98

ARTICLE II

PURPOSE AND GENERAL NATURE OF BUSINESS

The general nature of the business and objectives and purpose proposed to be transacted provide legal education, legal planning service and any lawful act and any and all of the things mentioned as necessary to cause government, business and citizens participation fully to the same extent as natural persons might or could to via: make franchise agreements; to take, hold, acquire, buy, own, maintain, lease, work, plan uses of, survey rent, sell, barter, obtain air and water rights, develop, exchange, finance, mortgage, improve, and otherwise deal in the dispose of things herein mentioned, as fully and to issue bonds, studies, reports, debentures and other negotiable instruments of whatever value whatsoever mortgage, or property subscribe for, take ownership of, and exchange or deal in shares of ownership, stocks, bonds, to build structures, hold meetings manage real estate and operate any and all legitimate enterprises.

ARTICLE III

The capital stock of the Corporation shall be divided into *one hundred* (100) shares of stock each share having a par value of *ten dollars* (\$10.00) per share, each share shall entitle the holder thereof to one vote. There shall be no new issue of shares nor any revaluation of existing shares without prior majority approval.

ARTICLE IV

The amount of capital with which this Corporation shall begin business will be *One Thousand Dollars* (\$1,000.00).

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the Corporation shall be located at 1852 First Street, N.E., Winter Haven, Florida 33881. The Corporation shall have power to establish branch offices and other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

The Board of Directors of this Corporation shall be not less than *one* or more than *eleven*. A quorum for the transaction of business shall be a majority of the Directors qualified and acting. The Directors may make or amend the bylaws. The meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the member of the Board of Director who shall hold office for the first year or until successors are elected and qualified shall be:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	David Wilson III	1852 First Street, N.E. Winter Haven, Fl 33881
Secretary/Treasurer	David Wilson III	1852 First Street, N.E. Winter Haven, Fl 33881

ARTICLE IX

The name and address of the subscriber to this Certificate of Incorporation and the number of shares of stock he agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
David Wilson III	1852 First Street, N.E. Winter Haven, Fl 33881	100

ARTICLE X

The time and place of the annual stockholders meeting shall be the First Monday in December of each and every year at the principal offices of the Corporation unless otherwise fixed in the by-laws by resolution of the Board of Directors. Any stockholder may waive notice thereof either before or after the meeting.

ARTICLE XI

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies on the Board shall be filled by the Board

until the next annual meeting and the Board shall have the right to increase the number of Directors within the limits of this Charter.

ARTICLE XII

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix their compensation of any of the officers or any other member of the Board performing special services for the Corporation and be the subject of the corporation resolution. All future directors and shareholders or stockholders of the Corporation for the entire period of the contract or other financial obligations of the Corporation.

ARTICLE XII-A

The Registered Agent of this Corporation is **DAVID WILSON III**, 1852 First Street, N.E., Winter Haven, Florida 33881.

ARTICLE XIII

No contract or other transaction between this Corporation and any other Corporation and not act of this Corporation shall be in any way affected or invalidated by the fact that any of the directors of this Corporation are peculiarly or otherwise interested in any contract or transaction of this Corporation provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to be, by the board of Directors or a majority thereof, any director, other Corporation who is also a director or officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum or any meeting of the Board of Directors of the Corporation, which shall authorize any contract or transaction with the like force and effect as if they were not such director of such other corporation not so interested in another capacity while

holding such office and shall continue as to a person who had ceased to be a director, officer, employee or agent and shall insure to the heirs, executors and administrators of such a person.

ARTICLE XIV

This Corporation shall commence business operations on February 15, 1998.

STATE OF FLORIDA)
 ss
COUNTY OF POLK)

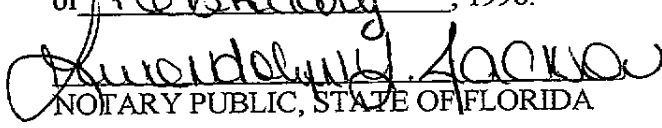
Personally appeared before the undersigned authority, **DAVID WILSON III**, to me well known to be the Incorporation described in the foregoing Articles Of Incorporation and acknowledge before me that he executed the same for the purpose therein expressed.


DAVID WILSON III, ESQUIRE

SWORN TO AND SUBSCRIBED

before me this 3rd day

of February, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: [



GWENDOLYN Y. JACKSON
My Commission CC477080
Expires Jun. 28, 1999
Bonded by ANB
800-852-5878

EFFECTIVE DATE
02-15-98

FILED
98 FEB -6 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA