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May 25, 1998

Ms. Carolyn Battan
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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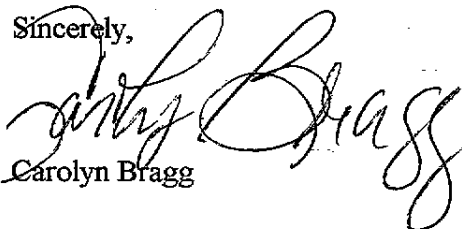
SUBJECT: LITTLE PEOPLE LEARNING CENTER, INC. of PENSOLA
RE: Number: W98000006653

Per your conversation with our bookkeeper, Ms. Smith on May 19, 1998 regarding the above name change to the corporation, we are submitting this letter in response, and enclosing a new original copy of our Article of Incorporation.

Should you need further assistance, please feel free to contact our bookkeeper, Ms. Smith at (850) 435-7376 or myself at (850) 478-4266.

Thank you in advance for your assistance in this matter.

Sincerely,


Carolyn Bragg

CB/lks

cc: Client's File

FILED
98 MAR 23 PM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ms. Smith GAVE

AUTHORIZATION BY PHONE TO
CORRECT Eff. Date + EA Acc.
DATE 5-26-98
DOC. EXAM. CB

EFFECTIVE DATE
3-16-98

OB
5/26/98
55

EFFECTIVE DATE
3-16-98

ARTICLES OF INCORPORATION
OF
LITTLE PEOPLE LEARNING CENTER, INC. of PENSACOLA

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: **LITTLE PEOPLE LEARNING CENTER, INC. of PENSACOLA**

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or service(s) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter, authorized, or any notes, debentures, bonds, to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be five hundred dollars (\$500.00).

ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of this corporation shall be located at:

**1294 Wingfoot Way
Pensacola, FL 32505**

but the corporation shall have the power to relocate its principal office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the

election of permanent directors, or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Carolyn Bragg	1294 Wingfoot Way Pensacola, FL 32505

ARTICLE IX - INCORPORATOR

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

Carolyn Bragg
1294 Wingfoot Way
Pensacola, FL 32505

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the 16 day of March, 1998.

ARTICLE XI - TRANSACTIONS WITH CORPORATION

No contract or other transaction between this corporation and any other corporation and not other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (he) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporations or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if (he) were not such officer or director of such other corporation or member of such firm, or not so interested.

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SECRETARY OF STATE

ARTICLE XII - BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended, or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two (2) years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions for requirements for the management or conduct of the affairs and business.

ARTICLE XIII - AMENDMENTS

The corporation reserves the right to amend, alter, or change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purpose(s) therein stated.

I hereby am familiar with and accept the duties and responsibilities of
Registered Agent.

STATE OF FLORIDA)

COUNTY OF)

Before me, a undersigned authority, on this 20 day of May, 1998 personally appeared Carolyn Bragg, to me well know to be the person described in an who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

IN WITNESS, my hand and affixed my official seal date aforesaid.

La Tosca K. Smith
NOTARY PUBLIC



"OFFICIAL SEAL"
La Tosca K. Smith
My Commission Expires 12/28/2001
Commission #CC 704797

My commission expires: 12/28/2001