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ACCOUNT NO. : 072100000032

REFERENCE : 919859 102290A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 7, 1998

ORDER TIME : 9:56 AM

ORDER NO. : 919859-005

CUSTOMER NO: 102290A

CUSTOMER: Mary M. Mcdaniel, Esq  
MARY M. MCDANIEL & ASSOCIATES

226 West Alfred Street

Tavares, FL 32778

DOMESTIC FILING

NAME: THE LEARNING DEPOT, INC.

EFFECTIVE DATE:

200002610392-7  
-08/07/98-01031-026  
\*\*\*\*122.50 \*\*\*\*122.50

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Abby Capaz

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -7 PM 2:14

RECEIVED  
98 AUG -7 AM 10:38  
DIVISION OF CORPORATION

8-7  
WS

ARTICLES OF INCORPORATION  
OF  
THE LEARNING DEPOT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -7 PM 2:14

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is The Learning Depot, Inc. and the initial principal address of the corporation is 201 West Chesley Avenue, Eustis, Florida.

2. The period of its duration is perpetual. The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

3. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

4. The corporation shall have the authority to issue 7,500 shares of stock, all of one class, \$1.00 par value.

5. The address of its initial registered office is 201 West Chesley Avenue, Eustis, Florida 32726 and the name of its registered agent is Cynthia A. Scott.

6. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders and Board of Directors.

7. The names and addresses of the incorporators are:

Cynthia A. Scott and George K. Scott, her husband.  
201 West Chesley Avenue  
Eustis, Florida 32726

Cynthia A. Scott  
CYNTHIA A. SCOTT

George K. Scott  
GEORGE K. SCOTT

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared CYNTHIA A. SCOTT who is to me well known to me or who has produced Florida Driver's license as identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tavares, Lake County, Florida, this 30<sup>th</sup> day of July, 1998.



Carol E. Booth  
MY COMMISSION # CC726003 EXPIRES  
March 19, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Carol E. Booth  
Notary Public's Signature  
CAROL E. BOOTH  
Notary's Name Printed

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared GEORGE K. SCOTT who is to me well known to me or who has produced Florida Driver's license as identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Tavares, Lake County, Florida, this 3rd day of August, 1998.



Carol E. Booth  
MY COMMISSION # CC726003 EXPIRES  
March 19, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Carol E. Booth  
Notary Public's Signature  
CAROL E. BOOTH  
Notary's Name Printed

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The Learning Depot, Inc.
2. The name and address of the registered agent and office is:

Cynthia A. Scott, Registered Agent  
201 West Chesley Avenue  
Eustis, Florida 32726

By: Cynthia A. Scott  
Cynthia A. Scott

Title: President

Date: 7-30-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -7 PM 2:14

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Cynthia A. Scott  
Cynthia A. Scott

Date: 7-30-98