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October 2, 1998

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL. 32399

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*****122.50 *****78.75

Re: Seminole Preparatory Learning Center, Inc.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above-referenced company. Also enclosed is our check payable to your order in the sum of \$122.50 for filing fees, registered agent certificate, and one certified copy of the Articles.

If you require anything further, please let us know as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

David N. Doss

David N. Doss

DND/di
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH OCT 07 1998

ARTICLES OF INCORPORATION
OF
SEMINOLE PREPARATORY LEARNING CENTER, INC.

ARTICLE I.

The name of this corporation is: Seminole Preparatory Learning Center, Inc.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall consist of 500 shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.

The corporation shall have perpetual existence unless dissolved according to law.

The street address of the corporation's initial registered office and principal mailing address is 12240 Seminole Boulevard, Largo, FL. 33778, and the name of the Registered Agent at that address is Marcia J. Twigg.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Board of Directors may from time to time designate such other post office address and place for the principal office of this corporation as it may see fit.

ARTICLE VI.

The business of this corporation shall be managed by its Board of Directors rather than the stockholders. Said Board of Directors shall consist of not less than one (1) member.

ARTICLE VII.

The stockholders shall elect the officers of the corporation who shall consist of a President and a Secretary/Treasurer, and other such officers as the stockholders may deem advisable. The stockholders shall determine the compensation for such officers, none of whom are required to be stockholders of the corporation. All such officers shall have such rank, tenure, powers and duties as may be prescribed by the By-Laws of the stockholders by appropriate resolution. In the event of a tie vote of the stockholders, then a vote of the Board of Directors will determine the corporations course of conduct.

ARTICLE VIII.

The name and post office address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcia J. Twigg	12240 Seminole Boulevard Largo, FL. 33778

ARTICLE IX.

The names and post office addresses of the initial officers and stockholders or subscribers of these Articles of Incorporation who, subject to the provisions of the 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 corporations existence and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marcia J. Twigg President/Secretary/Treasurer	12240 Seminole Boulevard Largo, FL. 33778

ARTICLE X.

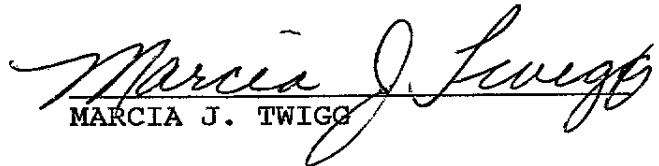
These Articles of Incorporation shall become effective upon filing and approval by the Secretary of the State of Florida as indicated by her endorsement thereof, with the date and time of approval set forth on the duplicate.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, an incorporator and subscriber to the capital stock, do make and file in the office of

the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


MARCIA J. TWIGG

STATE OF FLORIDA :
COUNTY OF PINELLAS :

BEFORE ME, personally appeared MARCIA J. TWIGG, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the purposes therein expressed, this 2nd day of October 1998.


NOTARY PUBLIC
My Commission Expires:



Deborah J. Inebnit
MY COMMISSION # CC694273 EXPIRES
January 7, 2002
BONDED THROUGH TROY FAIR INSURANCE, INC.

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts appointment as Registered Agent of the following corporation:

The undersigned hereby acknowledges that the registered office of the above-referenced corporation and principal mailing address shall be: 12240 Seminole Boulevard, Largo, FL. 33778, and the name of the Registered Agent at that address is Marcia J. Twigg.

Marcia J. Twigg
MARCIA J. TWIGG

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TALLAHASSEE, FLORIDA