

P9800089220

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 19 AM 10:44

Division of Incorporation  
P.O. Box 6327  
Tallahassee, FL 32314

800002666668--7  
-10/19/98--01051--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Ref: Tiny Toons Learning Center II, Inc.

Dear Sirs:

Please mail the approved articles of incorporation for the above referenced corporation to Meliscia Johnson c/o Tiny Toons, Inc. 1419 E. 15th Street, Jacksonville, FL 32208 as the location of Tiny Toons Learning Center II, Inc. at 8130 Lem Turner Road is not complete for opening yet and our mail will not be delivered at this address until we actually move in.

Sincerely,

*Meliscia Johnson 10/5/98*

Meliscia Johnson  
President

cc: file

D. BROWN OCT 20 1998

ARTICLES OF INCORPORATION  
OF

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ARTICLE I -- NAME

The name of this corporation is **TINY TOONS LEARNING CENTER II, INC.** located at 8130 Lem Turner Road, Jacksonville, FL 32209.

ARTICLE II--DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-- CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V -- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI-- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6215 Syringa Lane, Jacksonville, FL 32211 and the name of the initial registered agent of this corporation is Iona K. Coates.

## ARTICLE VII-- INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the corporation and shall be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Meliscia Johnson, 2332 Forest Hill Road, Jacksonville, FL  
32208

Melvin Johnson, 2332 Forest Hill Road, Jacksonville, FL  
32208

## ARTICLE VIII-- INCORPORATORS

The name and address of the Incorporator signing these articles is:

Meliscia Johnson, 2332 Forest Hill Road, Jacksonville, FL  
32208

## ARTICLE IX-- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

## ARTICLE X--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 1st day of October.

  
Meliscia Johnson

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Meliscia Johnson** known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and county above, this 1st day of October, 1998.

  
Notary Public, State of Florida



Iona K Coates  
My Commission CC617381  
Expires February 17, 2001

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CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

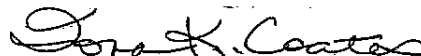
In compliance with Sections 48.091 and 607.034, Florida  
Statutes, the following is submitted:

First, that desiring to organize and/or qualify under the  
laws of the State of Florida, with its principle place of business  
at 8130 Lem Turner Road, Jacksonville, FL 32209, Tiny Toons  
Learning Center II, Inc. has named Iona K. Coates at 6215 Syringa  
Lane, Jacksonville, FL 32211 as agent to accept service of process  
within Florida.

Dated 10-5-98

  
Meliscia Johnson

Having been named to accept service of process for the above  
named corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper  
performance of my duties.

  
Iona K. Coates  
Registered Agent

SIGNED AND SWORN TO: This 1st day of October, 1998.