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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 005168 7158111

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 PM 1:28

ORDER DATE : October 22, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 005168-005

CUSTOMER NO: 7158111

CUSTOMER: Ms. Linda E. Jorge
RIEF & STRASKE
RIEF & STRASKE
Post Office Box 1823

400002670194--2

Tampa, FL 33601-1823

DOMESTIC FILING

NAME: GROWING ROOM LEARNING CENTER,
INC.

EFFECTIVE DATE:

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: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
98 OCT 22 PM 12:08
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

GROWING ROOM LEARNING CENTER, INC.

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The undersigned incorporator hereby executes and acknowledges 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:

GROWING ROOM LEARNING CENTER, INC.

Article II - Principal Office

The principal office and mailing address for this Corporation shall be:

GROWING ROOM LEARNING CENTER, INC.
2470 Curlew Road
Clearwater, FL 33761-1025

Article III - Duration

This corporation shall have perpetual existence.

Article IV - Purpose

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article V - Capital Stock

This Corporation is authorized to issue one hundred thousand (100,000) shares of penny (\$0.01) par value.

Article VI - Initial Registered Office and Agent

The initial registered office of this corporation shall be located at 442 W. Kennedy Blvd., Suite 340, Tampa, FL 33606, and the name of the initial registered agent of this corporation at such office shall be Linda E. Jorge. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII - Directors

The number of Directors of this Corporation shall be not less than one nor more than seven. The names and post office addresses of the members of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until their successors are elected and qualified, unless otherwise provided by the By-Laws are:

<u>Name</u>	<u>Address</u>
Susan Enlow	1455 Coastal Place Dunedin, FL 34698
Tracy Gabbard	8925 South Bay Drive Tampa, FL 33615

Article VIII - Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Linda E. Jorge	442 W. Kennedy Blvd. Suite 340 Tampa, FL 33606

Article IX - By-Laws

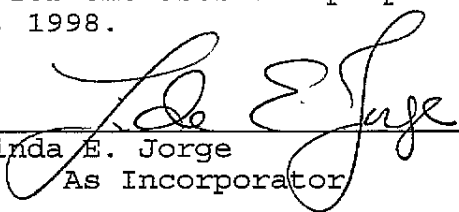
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

Article X - Amendment of Article of Incorporation

This corporation reserves the right to amend, alter, 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, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 21st day of October, 1998.



Linda E. Jorge
As Incorporator

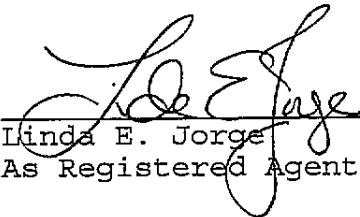
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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Linda E. Jorge, having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

By:


Linda E. Jorge
As Registered Agent