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ACCOUNT NO. : 072100000032

REFERENCE : 067590 4352702

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 78.75

ORDER DATE : December 16, 1998

ORDER TIME : 12:45 PM

ORDER NO. : 067590-005

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CUSTOMER NO: 4352702

CUSTOMER: Susan B. Hecker, Esq  
WILLIAMS PARKER HARRISON DIETZ  
WILLIAMS PARKER HARRISON DIETZ  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: MCCLELLAN PARK FAMILY LEARNING  
CENTER INC.

EFFECTIVE DATE: 12-15-98

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

\*\*\*FILE 1ST\*\*\*

EXAMINER'S INITIALS:

*ga* 12/17/98

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DIVISION OF CORPORATIONS  
98 DEC 17 PM 3:48

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EFFECTIVE DATE

12/15/98

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**

**OF**

**McCLELLAN PARK FAMILY LEARNING CENTER, INC.**

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

McClellan Park Family Learning Center, Inc.

2. Principal Office. The principal office of the Corporation is:

1744 Seminole Drive  
Sarasota, Florida 34239

3. Mailing Address. The mailing address of the Corporation is:

1744 Seminole Drive  
Sarasota, Florida 34239

4. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

Cheryl B. Zimmer  
1744 Seminole Drive  
Sarasota, Florida 34239

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that she is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

Cheryl B. Zimmer  
1744 Seminole Drive  
Sarasota, Florida 34239

8. Effective Date. The existence of the Corporation shall commence on December 15, 1998 and shall be perpetual.

Dated this 15th day of December 1998.

  
Cheryl B. Zimmer  
Incorporator and Registered Agent

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