

J. M. BROWNING & ASSOCIATES, INC.

1203 E. ALFRED STREET • TAVARES, FL 32778

PHONE - (352) 742-5044

FAX - (352) 742-5045

February 8, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

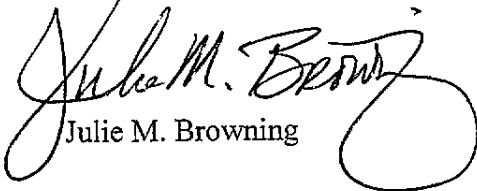
RE: Tavares PreSchool & Learning Center, Inc.

Dear Sirs:

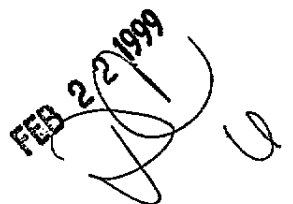
Please find enclosed for filing one original and two copies of the Articles of Incorporation of TAVARES PRESCHOOL & LEARNING CENTER, INC. Also enclosed is a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy.

Please return the copy, stamped to show the date of filing, and the Certified Copy to my office at the address listed above.

Sincerely,


Julie M. Browning

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 22 1999


**ARTICLES OF INCORPORATION
OF
Tavares Preschool & Learning Center, Inc.**

ARTICLE I

The name of this Corporation is TAVARES PRESCHOOL & LEARNING CENTER, INC. and its address is 1201 E. Alfred Street, Tavares, Florida 32778.

ARTICLE II

This Corporation shall exist perpetually.

ARTICLE III

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The Corporation is authorized to issue a maximum number of ONE THOUSAND (1,000) shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

ARTICLE V

The principal office of the Corporation will be located at 1201 E. Alfred Street, Tavares, Florida 32778 and its mailing address shall be the same.

ARTICLE VI

The initial Registered Agent for the Corporation is Randy L. Crouch, whose address is 1209 E. Alfred Street, Tavares, Florida 32778. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

The Corporation shall initially have two directors. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by the directors to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Randy L. Crouch	1209 E. Alfred Street, Tavares, Florida 32778
Julie M. Browning	814 Dora Avenue, Tavares, Florida 32778

ARTICLE VIII

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation is as follows:

NAME

ADDRESS

Randy L. Crouch

1209 E. Alfred Street, Tavares, Florida 32778

ARTICLE X

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but un-issued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

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 Shareholders, and approved at the Shareholders' meeting by the majority of the Shareholders entitled to vote thereon, unless all the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

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

DATED THIS 27th day of January, A.D., 1999.

WITNESSES:

Lyette Crouch
Witness

Randy Lee Crouch

Julie M. Browning
Witness

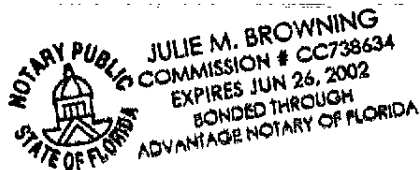
STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared RANDY L. CROUCH, who is personally known to me (or who has produced as identification) and she acknowledged before me that she subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of January, A.D., 1999.

Julie M. Browning
Notary Public Signature
JULIE M. BROWNING
Printed/Typed Name

My Commission Expires: June 26, 2002
Commission Number: CC 738634



DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That TAVARES PRESCHOOL & LEARNING CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Tavares, County of Lake, State of Florida, has named Randy L. Crouch, 1209 E. Alfred Street, Tavares, Florida 32778, as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


RANDY L. CROUCH
Registered Agent

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TALLAHASSEE FLORIDA