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February 22, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400002785324--7
-02/24/99--01024--001
*****78.85 *****78.85

Re: PROGRESSIVE LEARNING CENTER OF ARLINGTON, INC.

Gentle-persons:

Enclosed please find the Articles of Incorporation for the following corporation, PROGRESSIVE LEARNING CENTER OF ARLINGTON, INC., together with the Statement of Acceptance as Registered Agent and an extra copy for stamping and return. Also enclosed is my check in the amount of \$78.85 for the filing fees and for a Certificate in Good Standing. If there is anything further you require, please advise.

Your prompt attention is appreciated.

Your prompt attention is appreciated.

Very truly yours,



MARTHA S. ESKUCHEN
Attorney at Law

MSE/rh
Enclosures

Dmc
2/25/99

FILED
99 FEB 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROGRESSIVE LEARNING CENTER OF ARLINGTON,**

FILED
99 FEB 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROGRESSIVE LEARNING CENTER OF ARLINGTON, INC.

The principal place of business of this corporation shall be 6206 Arlington Road, Jacksonville, FL 32211, Florida.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business, permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6206 Arlington Road, Jacksonville, FL 32211, Florida, and the name of the initial registered agent of the corporation at that address is ROBIN GLOSTER.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which she already holds, shall have the right to purchase her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have one Director, initially. The name and address of the Director is:

Ms. Robin Gloster
12250 Forestgate Drive S.
Jacksonville, FL 32246

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

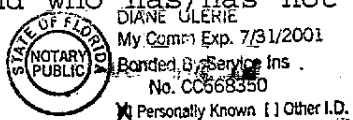
Ms. Robin Gloster
12250 Forestgate Drive S.
Jacksonville, FL 32246.

IN WITNESS WHEREOF, the undersigned, ROBIN GLOSTER, has hereto set her hand and seal on this 18th day of February, 1999.

By: Robin Gloster
ROBIN GLOSTER, Director/President

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 18th day of February 1999 by ROBIN GLOSTER, who is known to me to be the person in and who has executed the foregoing instrument and who has produced a Florida Driver's License as identification and who has/has not taken an oath.



Notary Public, State of Florida

Print name: Diane Ulerie

DIANE ULERIE

STATEMENT OF ACCEPTANCE AS REGISTERED AGENT

FILED

99 FEB 24 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607. of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that PROGRESSIVE LEARNING CENTER OF ARLINGTON, INC., a Florida corporation with its principal office at 6206 Arlington Road, Jacksonville, FL 32211 has appointed ROBIN GLOSTER, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated: February 18, 1999

By

Robin Gloster

ROBIN GLOSTER, Registered Agent