

THE KIDS LEARNING ZONE, INC.  
3079 CYPRESS GARDENS ROAD-SE  
WINTER HAVEN, FLORIDA 33884  
(941) 318-1449 ~ FAX (941) 318-1829

FILED  
99 FEB 25 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P 99000019068

Secretary of State  
Bureau of Corporate Records  
409 E. Gaines St.  
Tallahassee, Florida 32399

800002787638-4  
-02/25/99--01077--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation for  
The Kids Learning Zone, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for The Kids Learning Zone, Inc. together with our firm's check in the amount of \$35.00 to cover the filing fees for the corporation and \$35.00 to cover the Registered Agent Designation for the corporation for a total of \$70.00.

Thank you in advance for your immediate attention to this matter. If you should have any questions or need any additional information, please do not hesitate to contact me at (941) 318-1449.

Very Truly Yours,

The Kids Learning Zone, Inc.

  
GRADY L. HERRING II

GLH

Enclosures: Original Articles of Incorporation for The Kids Learning Zone, Inc.  
Check # 0092 in the amount of \$70.00

F. CHESSEN

MAR 1 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**The Kids Learning Zone, Inc.**  
**A Child Development & Enrichment Center**

**FILED**  
**99 FEB 25 PM 12:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the Florida General Corporation Act, **The Kids Learning Zone, Inc.** adopts the following Articles of Incorporation:

**ARTICLE ONE**  
**NAME**

The name of this corporation is **The Kids Learning Zone, Inc.** ("Corporation").

**ARTICLE TWO**  
**DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE**  
**PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**  
**CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of common stock class, with a One Dollar (\$26.68) par value for each share.

**ARTICLE FIVE**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Grady L. Herring  
3079 Cypress Gardens Road SE ~ Winter Haven, Florida 33884

**ARTICLE SIX  
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

3079 Cypress Gardens Road SE ~ Winter haven, Florida 33884

**ARTICLE SEVEN  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Grady L. Herring , 4341 Woodtree Lane ~ Orlando, Florida 32835  
Vivian Brown, 4341 Woodtree Lane ~ Orlando, Florida 32835  
Edith M. Herring, 8307 Thouron Avenue ~ Philadelphia, PA 19150

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Grady L. Herring  
3079 Cypress Gardens Road SE ~ Winter haven, Florida 33884

**ARTICLE NINE  
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN  
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

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**ARTICLE ELEVEN  
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE  
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN  
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN  
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN  
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

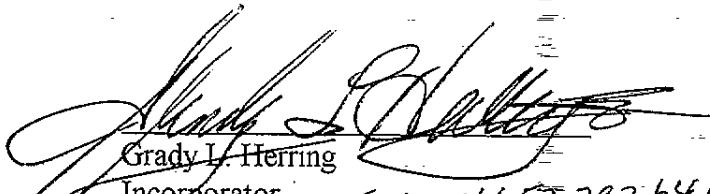
**ARTICLE SIXTEEN  
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN  
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22 day of February 1999.

  
Grady L. Herring  
Incorporator

FLDL 14652 292641490  
5-1-98  
4-29-02

STATE OF FLORIDA   )  
COUNTY OF ORANGE )

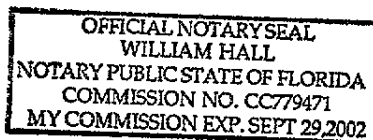
BEFORE ME, the undersigned authority, personally appeared Grady L. Herring,, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of February 1999.



NOTARY PUBLIC

My Commission Expires: 9-29-2002



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**The Kids Learning Zone, Inc.**, (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Grady L. Herring as its registered agent to accept service of process within the State of Florida with its registered office at 3079 Cypress Gardens Road SE ~ Winter haven, Florida 33884

**ACKNOWLEDGMENT**

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of February 1999.

  
Grady L. Herring  
Registered Agent

**FILED**  
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