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(Document Name)

David Penn
The Learning Center
11315 Zodiac Dr.
Orlando, FL 32837

(City/State/Zip/Phone #)

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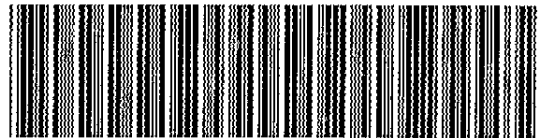
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**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

I, David Penn, hereby resign as Vice President
(Title)

of The Learning Center, INC.
(Name of Corporation)

_____, a corporation organized under the laws of the State of
(Document Number, if known)

Florida

David R Penn 71.02
(Signature of resigning officer/director)

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