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June 8, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/10/99--01076--003
*****70.00 *****70.00

Re: Learning Space of Temple Terrace, Inc.

Gentlemen:

Enclosed are the following;

1. Original and one (1) copy of Articles of Incorporation.
2. Original and one (1) copy of Certificate of Designation of Registered Agent Registered Office.

Our firm's check in the amount of \$70.00 is enclosed for the filing fee. Please return a file-marked copy of the articles and certificate of designation.

Thank you.

Very truly yours,

Larry D. Sutton

LARRY D. SUTTON
LDS:ly
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF
INCORPORATION OF LEARNING SPACE OF TEMPLE TERRACE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Learning Space of Temple Terrace, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 5202 David Lane, Temple Terrace, Florida 33617.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$10.00 per share.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5202 David Lane, Temple Terrace, FL 33617, and the name of its initial registered agent at such address, is Julia Sanders Banks.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Julia Sanders Bank	5202 David Lane Temple Terrace, FL 33617
Stan Banks, II	5202 David Lane Temple Terrace, FL 33617

ARTICLE EIGHT

INCORPORATORS

The name and address of each incorporator is:

Name	Address
Julia Sanders Bank	5202 David Lane Temple Terrace, FL 33617

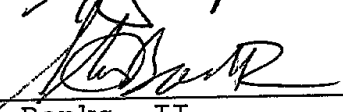
Stan Banks, II

5202 David Lane
Temple Terrace, FL 33617

Executed by the undersigned at Temple Terrace, Hillsborough
County, Florida, on May 25th, 1999.



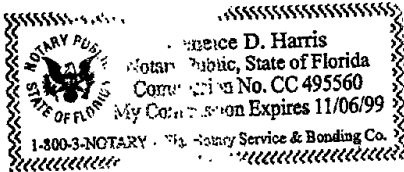
Julia Sanders Banks

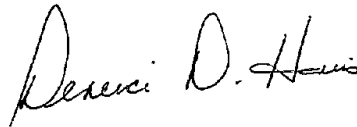


Stan Banks, II

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Signed before me by Julia Sanders Banks, and Stan Banks, II who are both
personally known by me this 25th day of May, 1999.





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Learning Space of Temple Terrace, Inc.
2. The name and address of the registered agent and office is:

Julia Sanders Bank
5202 David Lane
Temple Terrace, FL 33617

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Julia Sanders Banks

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