



ACCOUNT NO. : 072100000032

REFERENCE : 270909 7186452

AUTHORIZATION :

*Patricia Pujant*

COST LIMIT : \$ 70.00

FILED  
99 JUN 11 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 10, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 270909-005

CUSTOMER NO: 7186452

000002902100--3

CUSTOMER: Ms. Yvette-marie Harbison  
MS. YVETTE-MARIE HARBISON  
MS. YVETTE-MARIE HARBISON  
Pmb 111  
9802 Baymeadows Road, Suite 12  
Jacksonville, FL 32256

DOMESTIC FILING

NAME: LEARNING RESOURCES, INC.

*Enterprises, Inc.*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FL

*4/24/99*  
*[Signature]*

*W99-13732*  
*PH 6/21/99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 11, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: LEARNING RESOURCE, INC.  
Ref. Number: W99000013732

We have received your document for LEARNING RESOURCE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 899A00031703

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUBMIT**

Please give original  
submission date as file date.

ARTICLES OF INCORPORATION

OF

LEARNING RESOURCES ENTERPRISES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LEARNING RESOURCES ENTERPRISES, INC.

The address of the principal office of this corporation shall be PMB 111, 9802 Bay Meadows Road, Suite 12, Jacksonville, Florida 32256 and the mailing address of the corporation shall be the same.

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 1,500 shares of common stock having no par value per share.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Yvette-Marie Harbison	3064 Santee Place, Jacksonville, FL 32259
Rene Harbison	3064 Santee Place, Jacksonville, FL 32259
Corey Harbison	3064 Santee Place, Jacksonville, FL 32259

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on June 11, 1999.

Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

DBC/MSN

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