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NEW FILINGS	AMENDMENTS		
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NonProfit	Resignation of R.A., Officer/Direct	tor	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		1999 1999
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OTHER FILINGS	REGISTRATION/ QUALIFICATION		16 MI
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Fictitious Name	Limited Partnership	· · · · · · · · · · · · · · · · · · ·	7: 48 LORIDA
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 22, 1999

KERDIE M WILLIAMS 2895 W SUNRISE BLVD FT LAUDERDALE, FL 33311

SUBJECT: THE LEARNING EXPRESS, INC.

Ref. Number: W99000014442

We have received your document for THE LEARNING EXPRESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Letter Number: 599A00033105

Randall Purintun Document Specialist

FILED 1999 JUL 16 AN 7: 48

ARTICLES OF INCORPORATION TALLAHASSEE, FLORIDA

FOR

THE LEARNING EXPRESS, INC.

I. The undersigned incorporator, do hereby make, subscribe, execute, acknowledge and deliver for filing this Certificate of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation will be:
THE LEARNING EXPRESS, INC.

ARTICLE II

PURPOSE AND POWERS

The general purposes for which the corporation is initially organized shall be the transaction of any and all lawful business for which corporations may be organized under the Florida General Corporation Act.

ARTICLE III

STOCK

The stock of this corporation will be divided into 1,000 shares of stock, \$10 par value. All said stock will be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

TERM

This corporation will have perpetual existence.

ARTICLE V

DIRECTORS

The number of directors of this corporation will not be less than one nor more than four.

ARTICLE VI

OFFICERS AND INITIAL DIRECTORS

The name and post office address of the President, Vice President, Secretary, Treasurer (any and all of which offices may be held by the same person) and Directors who will hold office until their successors are either elected, appointed, or have qualified is:

Sonja Priester, President PO Box 2464 Hawthorne, FL 32640 Charles Priester, V. President PO Box 2464 Hawthorne, FL 32640

Charles Priester, Secretary PO Box 2464 Hawthorne, FL 32640 Sonja Priester, Treasurer PO Box 2464 Hawthorne, FL 32640

ARTICLE VII

INCORPORATOR

The name and post office address of the sole incorporator making, subscribing, signing, executing, acknowledging, and causing to be delivered this Certificate of Incorporation for filing with the Department of State is:

Sonja Priester PO Box 2464 Hawthorne, FL 32640 (352)481-5675 The registered agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

Sonja Priester
-PO-Box-2464 905 Highway 301 North
Hawthorne, FL 32640
(352) 481-5675

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by atleast a majority of the stock entitled to vote, unless all of the directors and all the stock-holders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State, State of Florida, this _________, 1999.

Sonja Priestes

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STATE OF FLORIDA) COUNTY OF BROWARD)
The foregoing instrument was acknowledged before me this day of
Vardie n. Williams
Notary Public, State of Florida
Printed Signature:
Verdie M. Williams

My Commission Expires:

Verdle M Williams

*My Commission CC761523

Expires August 19, 2002

Pursuant to Florida Statue Sec. 48.091, the following is submitted, THE LEARNING EXPRESS, INC., desiring to organize (UNDER THE LAWS OF THE STATE OF FLORIDA), with its principal office at PO Box 2464, in the City of Hawthorne, State of Florida, has named Sonja 905 Highway 301 North, Priester, PO-Box-2464, Hawthorne, Florida 32640, as its agent to accept service or process within the State.

Having been named to accept service of process for the abovestated corporation, at the place designated in these Articles of Incorporation. I hereby accept this appointment, agree to serve in this capacity and to comply with Florida Statue Sec. 48.091, relative to keeping open said principal office.

Registered Agent