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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

LRN Enterprises Inc.

- ☐ Walk In
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- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time

RUSH

- ☐ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES OF INCORPORATION
- ☐ ALL CHARTERED DOCS
- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

Date: _____

dxg/11

**ARTICLES OF INCORPORATION
OF
LRN ENTERPRISES, INC.**

FILED
99 SEP -1 PM 2:16
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporations Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is **LRN Enterprises, Inc.** The principal place of business of this Corporation shall be 5299 E. Busch Blvd., Temple Terrace, Florida 33617, or such other place as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, no par value.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5299 E. Busch Blvd., Temple Terrace, Florida, 33617. The initial registered agent of this Corporation is Ralph Jay Lupton, Jr.

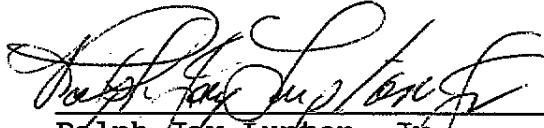
Article IV - Incorporator

The name and address of the person signing these Articles as the incorporator is:

Ralph Jay Lupton, Jr.
5299 E. Busch Blvd.
Temple Terrace, Fl 33617

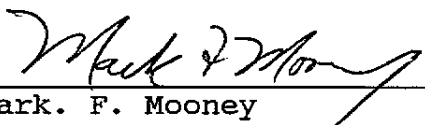
IN WITNESS WHEREOF, the undersigned Incorporator has

executed these Articles of Incorporation, this 31st day of August, 1999.


Ralph Jay Lupton, Jr.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 31st day of August, 1999, by Ralph Jay Lupton, Jr., who is personally known to me or who has produced a Florida Drivers License as identification.


Mark. F. Mooney
NOTARY PUBLIC
State of Florida At Large

My Commission Expires:



Mark F. Mooney
MY COMMISSION # CC738481 EXPIRES
July 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.


Ralph Jay Lupton, Jr., Date
Registered Agent