

Ben Griffin

Attorney at Law

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 9, 1999

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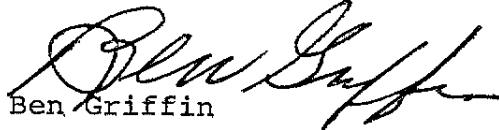
*****78.75 *****78.75

Secretary of State
Corporate Division
Tallahassee, Florida 32514

Dear Sir:

Enclosed is copy of Articles of Incorporation of
Brighter Spot Learning Center, Inc. and check #1036
in the amount of 78.75 to cover cost of Charter.

Sincerely,


Ben Griffin

BG/wh
Encls.

CAH
9/20

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRIGHTER SPOT LEARNING CENTER, INC.

The Undersigned Subscriber to these Articles of Incorporation and himself being a natural and competent person to contract, hereby set himself out to form a corporation of the laws of the State of Florida.

I.

The name of this Corporation shall be BRIGHTER SPOT LEARNING CENTER, INC., 1108 Peachtree Street, Cocoa, Florida 32922.

II.

This Corporation is organized for the purpose of transacting any or all lawful business.

III.

This Crporation is authorized to issue 1,000 Shares of Common Stock at One Dollar par value.

IV.

The street address of the initial registered office of this Corporation is 1108 Peachtree Street, Cocoa, Florida 32922. The name of the initial registered agent of this Corporation is as follows:

ELMORE PLANTER

V.

All corporate powers shall be exercised by or under the authority of and the business and affairs of this Corporation shall be managed under the direction of the shareholder of this Crporation.

VI.

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

ELMORE PLANTER
1108 Peachtree Street
Cocoa, Florida 32922

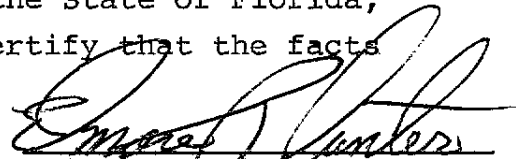
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VII.

IN WITNESS WHEREOF I, the Undersigned Subscriber and Incorporator have hereunto set my hand and seal this day of , 1999 for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State of Florida, this Certificate of Incorporation and certify that the facts herein are true.



ELMORE PLANTER

INCORPORATION/REGISTERED AGENT

I hereby accept the designation
as registered agent for BRIGHTER
SPOT LEARNING CENTER, INC.

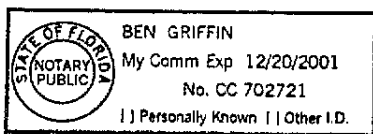
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE Me, the undersigned authority personally appeared ELMORE PLANTER, who first being duly sworn by me and to me and well known to be the Individual described in the foregoing Articles of Incorporation, acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal this day of 1999.

9th day of SEPT.



BEN GRIFFIN
NOTARY PUBLIC

My Commission Expires: