

**Saul Cimpler
Attorney at Law**

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To: Secretary of State
From: Saul Cimpler, Esq.
Date: 11/29/99
Re: Discovery Time Learning Center, Inc.

Attached is an original and one copy of the articles of incorporation for the captioned corporation along with a check in the amount of \$87.50 for the filing fee.

Please return the filed documents to me at:

Saul Cimpler, Esq.
9065 Froude Avenue
Surfside, FL 33154

Please call me at 305-205-4466 if you have any questions.

FILED
99 NOV 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION FOR
DISCOVERY TIME LEARNING CENTER, INC.**

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I

NAME OF CORPORATION

The name of the corporation shall be DISCOVERY TIME LEARNING CENTER, INC., whose address is 9065 Froude Avenue, Surfside, FL 33154.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is 9065 Froude Avenue, Surfside, FL 33154 and the name of the registered agent shall be Peggy C. Cimpler.

VI

INCORPORATOR

The name and address of the incorporator is as follows:

Peggy Cimpler
9065 Froude Avenue
Surfside, FL 33154

VII

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one.

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

BYLAW AMENDMENT


The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

X

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 27th day of November, 1999.



Peggy Cimbler, Incorporator

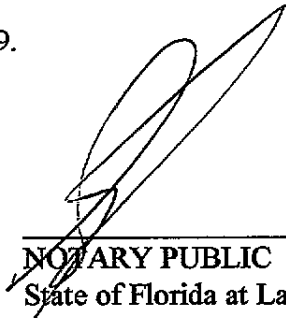


Peggy Cimbler, Registered Agent

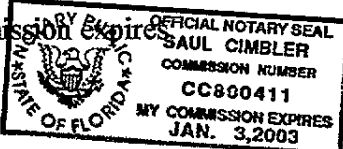
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Peggy Cimpler, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 9th day of November, 1999.



NOTARY PUBLIC
State of Florida at Large,

My Commission Expires 
OFFICIAL NOTARY SEAL
SAUL CIMBLER
COMMISSION NUMBER
CC800411
MY COMMISSION EXPIRES
JAN. 3, 2003

FILED

99 NOV 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT
OF
DISCOVERY TIME LEARNING CENTER, INC.

I, PEGGY CIMBLER, as the registered agent of DISCOVERY TIME LEARNING CENTER, INC., a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation

REGISTERED AGENT:



PEGGY CIMBLER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared PEGGY CIMBLER to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he/she acknowledged to and before me that he/she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 27th day of November, 1999

NOTARY PUBLIC
State of Florida at Large,

