

FD5000001018

(Requestor's Name)

(Address)

(Address)

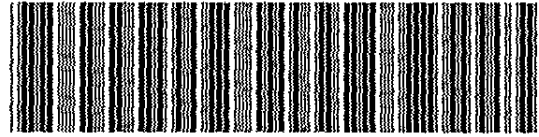
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



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12/15/06--01017--007 **43.75

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*changing Name/ Jurisdiction

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Name chg
@ 2/13/07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 3:20



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2006

EDWARD T. SHIPLEY, III
SPILMAN THOMAS & BATTLE, PLLC
P.O. BOX 20546
WINSTON-SALEM, NC 27120-0546

SUBJECT: ALPHA BEST EDUCATION, INC.
Ref. Number: F05000001018

We have received your document for ALPHA BEST EDUCATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2006 annual report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$750.00.

Please return 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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 006A00071811

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Alpha Best Education, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F05000001018

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward T. Shipley, III
(Name of Contact Person)

Spilman Thomas & Battle, PLLC
(Firm/Company)

P.O. Box 20546
(Address)

Winston-Salem, NC 27120-0546
(City/State and Zip Code)

For further information concerning this matter, please call:

Edward T. Shipley, III at (336) 725-4473
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000001018

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB 13 PM 3:20

1. Alpha Best Education, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. South Carolina

(Incorporated under laws of)

3. 02/14/2005

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/29/2006

5. AlphaBEST Education, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

1310 Lewisville-Clemmons Road, Lewisville, NC 27023

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)


6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

North Carolina

(New jurisdiction)



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Matthew B. Marceron

(Typed or printed name of person signing)

Vice President

(Title of person signing)



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

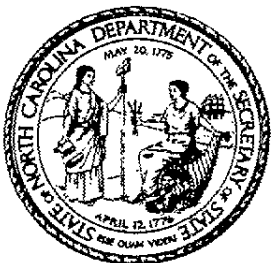
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

ALPHABEST EDUCATION, INC.

the original of which was filed in this office on the 19th day of January, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 9th day of November, 2006.

Elaine F. Marshall

Secretary of State

State of North Carolina
 Department of the Secretary of State

ARTICLES OF INCORPORATION
 INCLUDING ARTICLES OF CONVERSION

Pursuant to §55-2-02 and § 55-11A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Incorporation Including Articles of Conversion for the purpose of forming a business corporation.

1. The name of the resulting corporation is AlphaBEST Education, Inc.
 The corporation is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is Alpha Best Education, Inc.
 and the organization and internal affairs of the converting business entity are governed by the laws of the state or country of South Carolina. A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a (check one):
 - foreign corporation
 - domestic limited liability company
 - foreign limited liability company
 - domestic limited partnership
 - foreign limited partnership
 - domestic registered limited liability partnership
 - foreign limited liability partnership
 - other partnership as defined in G.S. 59-36, whether or not formed under the laws of North Carolina
4. The number of shares the corporation is authorized to issue is: 100,000
 These shares shall be: (check either a or b)
 - a. all of one class, designated as common stock; or
 - b. divided into classes or series within a class as provided in the attached schedule, with the information required by N.C.G.S. Section 55-6-01.
5. The street address and county of the initial registered office of the corporation is:
 Number and Street 1310 Lewisville-Clemmons Road
 City Lewisville State NC Zip Code 27023 County Forsyth
6. The mailing address, *if different from the street address*, of the initial registered office is:
 Number and Street P.O. Box 609
 City Lewisville State NC Zip Code 27023 County Forsyth

7. The name of the initial registered agent is: Matthew B. Marceron

8. Principal office information: (Select either a or b.)

a. The corporation has a principal office.

The street address and county of the principal office of the corporation is:

Number and Street 1310 Lewisville-Clommons Road

City Lewisville State NC Zip Code 27023 County Forsyth

The mailing address, if different from the street address, of the principal office of the corporation is:

Number and Street P.O. Box 609

City Lewisville State NC Zip Code 27023 County Forsyth

b. The corporation does not have a principal office.

9. Any other provisions, which the corporation elects to include, are attached.

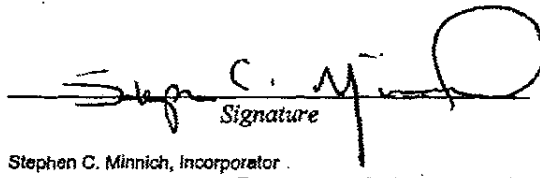
10. The name and address of each incorporator is as follows:

Stephen C. Minnich
Blanco Tackabery Combs & Matamoras, P.A.
110 South Stratford Road, Suite 500
Winston-Salem, NC 27104

11. These articles will be effective upon filing, unless a date and/or time is specified:

January 29, 2006 at 12:01 a.m.

This the 13th day of January 2006


Signature

Stephen C. Minnich, Incorporator
Type or Print Name and Title

NOTES:

- 1. Filing fee is \$125. This document must be filed with the Secretary of State.

**ADDITIONAL PROVISIONS TO
ARTICLES OF INCORPORATION
OF
ALPHA BEST EDUCATION, INC.**

A. To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the NORTH CAROLINA BUSINESS CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

B. To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

C. To the extent permissible under North Carolina law and pursuant to N.C.G.S. § 55-1-50, all transactions conducted by the Corporation, its shareholders or directors may be conducted by electronic means. Any action required or permitted to be taken at a shareholders' meeting pursuant to the North Carolina Business Corporation Act may be taken without a meeting and without prior notice except as provided by N.C.G.S. § 55-7-04(d), if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all shareholders entitled to vote were present and voted. The action shall be evidenced by one or more written consents bearing the date of signature and signed by the number of shareholders sufficient to take the action without a meeting, before or after such action, describing the action taken and delivered to the Corporation for inclusion in its minutes or filing with the corporate records. If such action is taken by fewer than all shareholders entitled to vote on the action, the Corporation shall give written notice to all shareholders who have not consented to the action and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting with the same record date as the action taken without a meeting, within 10 days after the action is taken. The notice shall describe the action and indicate that the action has been taken without a meeting of shareholders. Failure to comply with the foregoing notice requirement shall not invalidate any action taken that otherwise complies with this Article, but shall entitle any shareholder to obtain the notice prescribed above on demand to the Corporation.

BTCM:307749 v1