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CATLIN SAXON TUTTLE EVANS FINK & KOLSKI, P.A.

1700 ALFRED I. DUPONT BUILDING  
169 EAST FLAGLER STREET  
MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

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August 1, 2000

VIA FEDERAL EXPRESS

FILED  
00 AUG -2 AM 10: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

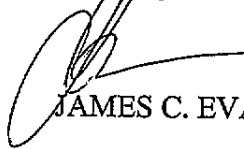
Re: Articles Of Incorporation for NeighborhoodTutor, Inc.

Dear Sirs:

Enclosed is an original and one copy of the Articles Of Incorporation for NeighborhoodTutor, Inc. Enclosed is our check made payable to the Department of State in the amount of \$78.75 representing the filing fee for the articles. Please return a certified copy of the filed Articles Of Incorporation to us in the self-addressed, stamped envelope at your earliest convenience.

If you have any questions regarding this request, please feel free to contact me.

Sincerely,



JAMES C. EVANS

JCE/jaw  
Enclosures

Pa  
8/8/00

**ARTICLES OF INCORPORATION OF  
NEIGHBORHOODTUTOR, INC.**

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These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be **NEIGHBORHOODTUTOR, INC.**

**ARTICLE II - MANAGEMENT BY DIRECTORS**

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members.

**ARTICLE III - ACTION BY UNANIMOUS CONSENT**

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

**ARTICLE IV - DURATION**

The existence of this corporation shall be perpetual.

**ARTICLE V - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE VI - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares, each of the par value of Ten Cents (\$.10) all to be

issued, fully paid, and exempt from assessment. The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

#### **ARTICLE VII - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VIII - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be located at **3142 Peachy Street, Miami, Florida 33133**. The corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its Directors may from time to time authorize.

#### **ARTICLE IX - CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

#### **ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

#### **ARTICLE XI - INITIAL REGISTERED AGENT AND OFFICE**

The name and the street address of the initial registered office of this corporation are:

JAMES C. EVANS, ESQ.  
1700 Alfred I. DuPont Building  
169 East Flagler Street  
Miami, Florida 33131

**ARTICLE XII - AMENDMENT**

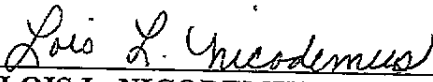
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII - INCORPORATOR**

The name and mailing address of the person signing these articles of incorporation are:


**LOIS L. NICODEMUS**  
305 Lake Crest Court  
Weston, Florida 33326

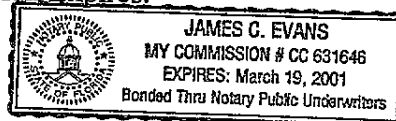
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26<sup>th</sup> day of July, 2000.

 (SEAL)  
**LOIS L. NICODEMUS**

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

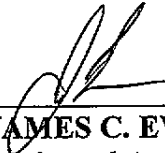
**THIS INSTRUMENT WAS ACKNOWLEDGED BEFORE ME** this 26<sup>th</sup> day of Jul, 2000, by **LOIS L. NICODEMUS**. She is personally known to me or produced \_\_\_\_\_ as identification and did not take an oath.

  
Print Name: James C. Evans  
Notary Public, State of Florida  
My Commission Expires:



**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the above-named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

  
\_\_\_\_\_  
**JAMES C. EVANS, ESQ.**  
Registered Agent

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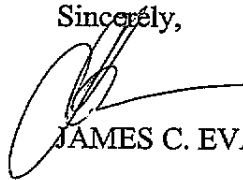
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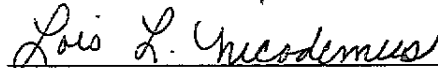
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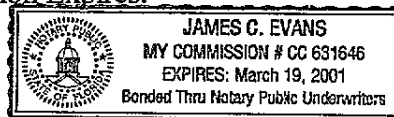
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26<sup>th</sup> day of July, 2000.

 (SEAL)  
**LOIS L. NICODEMUS**

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**


**THIS INSTRUMENT WAS ACKNOWLEDGED BEFORE ME** this 26<sup>th</sup> day of Jul, 2000, by **LOIS L. NICODEMUS**. She is personally known to me or produced \_\_\_\_\_ as identification and did not take an oath.

  
Print Name: James C. Evans  
Notary Public, State of Florida  
My Commission Expires:



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Having been named to accept service of process for the above-named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

  
\_\_\_\_\_  
**JAMES C. EVANS, ESQ.**  
Registered Agent

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