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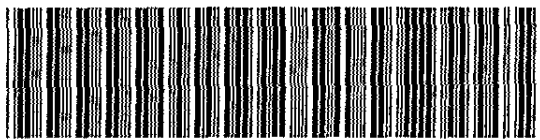
(Business Entity Name)

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2003 NOV - 7 AM 1:45  
CLERK OF STATE  
TALLAHASSEE FLORIDA

gt 11/17/03

TRANSMITTAL LETTER

FILED

2003 NOV -7 AM 1:45

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: SATELLITE ACADEMY, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: MARVIN D. WILSON, SR. I  
Name (Printed or typed)

17366 S. Dixie Hwy  
Address

PULLIN, FL 33157  
City, State & Zip

(305) 238-9900  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation  
of  
Satellite Academy, Inc.**

**FILED**  
2003 NOV -7 AM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these articles of incorporation is a natural person competent to contract and hereby form a corporation for profit under chapter 607 of Florida Statutes.

**ARTICLE 1**

**Name**

The name of the company is Satellite Academy, Inc., hereinafter referred to as the "Corporation."

**ARTICLE 2**

**Purposes**

The purpose of the Satellite Academy, Inc., is to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**ARTICLE 3**

**Principal Office and Registered Agent**

The principal office of the corporation is 17366 S. Dixie Highway, Perrine, Florida 33157. The Satellite Academy, Inc. may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Satellite Academy, Inc. is the Law Office of Marvin D. Wilson, Sr., P.A. 17366 S. Dixie Highway, Perrine, Florida 33157.

**ARTICLE 4**

**Duration**

The duration of the Professional Association shall be perpetual.

**ARTICLE 5**

**Incorporator**

The names and street addresses of the Incorporator of Satellite Academy is:

Marvin D. Wilson, Sr.  
17366 S. Dixie Highway  
Perrine, Florida 33157

**ARTICLE 6**  
**Capital Stock**

- 5.1 The Professional Association is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Professional Association shall have authority to issue is 1000, each share to have a par value of \$1.00.
- 5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds, or convertible securities of any nature; provided, however, that the Board of Directors may in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- 5.3 The Board of Directors of the Professional Association may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in bylaws of the Professional Association.
- 5.4 The Board of Directors of the Professional Association may, by Restated Articles of incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

**ARTICLE 7**  
**Shareholder's Restrictive Agreement**

The Professional Association, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Professional Association as the owner thereto, for all purposes, and except as may be agreed in writing by the Professional Association, the Professional Association shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Professional Association shall have had notice.

**ARTICLE 8**  
**Directors**

The number of directors constituting the initial Board of Director(s) of the Professional Association is: (1) The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Professional Association is/are:

<u>Director Name</u>	<u>Director Address</u>
Marvin D. Wilson, Sr.	17366 S. Dixie High Way, Perrine, Florida 33157
Kimberly Nichole Reid	17366 S. Dixie High Way, Perrine, Florida 33157
Annie R. Varner-Reid	17366 S. Dixie High Way, Perrine, Florida 33157
Walter Lee Reid	17366 S. Dixie High Way, Perrine, Florida 33157

**ARTICLE 9**

**Officers**

PRESIDENT: Walter Lee Reid SSN 261-96-5606

VICE PRESIDENT: Marvin D. Wilson, Sr., SSN 591-64-4291

SECRETARY: Annie R. Varner-Reid SSN 258-92-1017

TREASURER: Kimberly Nichole Reid SSN 592-13-3073

**ARTICLE 10**

**Bylaws**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of the directors equal to a majority of the number who would constitute a full board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 11**

**Effective Date**

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 12**

**Fiscal Year**

The fiscal year of the Corporation shall be from January 1<sup>st</sup> , to December 31<sup>st</sup> of each year.

**ARTICLE 13**

**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, to add any provision to these articles of incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the Shareholders in these Articles of incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, have hereunto set my hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida this November 6, 2003.



Marvin D. Wilson, Sr., Esq.,  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Marvin D. Wilson, Sr., Chartered, having a business office located at 17366 S. Dixie Highway, Perrine, Florida 33157 and having been designated as the Registered Agent in the above and foregoing Articles of incorporation, is familiar with and accepts the obligations of the position of Registered agent under the applicable provisions of the Florida Statutes.

Marvin D. Wilson, Sr.,



By \_\_\_\_\_  
Marvin D. Wilson, Sr., Esq.

**FILED**  
2003 NOV -7 AM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA