

LAW OFFICES OF  
JEFFREY SOLOMON

EMERALD VILLAGE PROFESSIONAL PLAZA  
3864 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021  
TELEPHONE: (954) 967-9800  
FAX: (954) 963-2227

P99000065388

July 15, 1999

400002933364--4  
-07/16/99--01063--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399


Re: C & P EDUCATIONAL SERVICES CORPORATION

Dear Sir/Madam:

Enclosed please find two originals Articles of Incorporation. I also enclose my trust account check in the sum of \$78.75 which represents the filing fee.

Please file the Articles and forward a copy to the undersigned in the self-addressed stamped envelope.

Very truly yours,

  
Jeffrey Solomon

/af

TALLAHASSEE, FLORIDA  
99 JUL 16 AM 10:44  
FILED

EFFECTIVE DATE  
7-15-99

9/5/23

ARTICLES OF INCORPORATION  
OF  
C & P EDUCATIONAL SERVICES CORPORATION

TALLAHASSEE, FLORIDA  
99 JUL 16 AM 10:44

FILED

WE, THE UNDERSIGNED, subscribers of the Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

C & P EDUCATIONAL SERVICES CORPORATION

ARTICLE TWO

DURATION: The corporation shall commence corporate existence on the date of the execution of these Articles of Incorporation and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and

EFFECTIVE DATE  
7-15-99

all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property and engage in any lawful business including retail or wholesale sales, advertising, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation; to do any and all other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

#### ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 1,000 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

#### ARTICLE FIVE

The initial street address of the corporation's office and the

name and address of the initial Registered Agent are as follows:

CORPORATION ADDRESS:	REGISTERED AGENT NAME AND ADDRESS:
9950 Sheridan Street, #103 Pembroke Pines, FL 33024	Jeffrey Solomon, Esquire 3864 Sheridan Street Hollywood, FL 33021

ARTICLE SIX

DIRECTORS: There shall be one (1) director constituting the initial Board of Directors as follows:

Marcia L. Abreu  
9950 Sheridan Street, #103  
Pembroke Pines, FL 33024

The number of Directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscriber to this Articles of Incorporation and the number of shares of stock she agrees to take and the value of the consideration thereof is:  
NAME AND ADDRESS:                      SHARES OF COMMON STOCK:      CONSIDERATION:

Marcia L. Abreu 9950 Sheridan Street, #103 Pembroke Pines, FL 33024	500	\$500.00
---	-----	----------

ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The by-laws of the corporation may be made by the Directors.


IN WITNESS WHEREOF, we have set our hand and seal in Broward County, Florida, this 15 day of July, 1999.

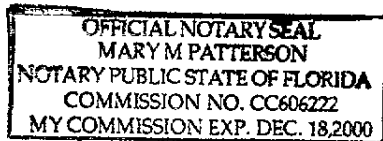
  
\_\_\_\_\_  
MARCIA L. ABREU

STATE OF FLORIDA )  
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, MARCIA L. ABREU, personally known to me or who has produced FL DRIVER'S LICENSE as identification and who did take an oath and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal at Broward County, Florida this 15 day of July, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
PRINT NAME: \_\_\_\_\_  
COMM. NO.: \_\_\_\_\_  
COMM. EXP.: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

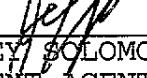
FILED  
99 JUL 16 AM 10:45  
TALLAHASSEE, FLORIDA  
STATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That: C & P EDUCATIONAL SERVICES CORPORATION, desiring to organize under the Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at 9950 Sheridan Street, #103, Pembroke Pines, FL 33024, in Broward County, State of Florida, has named Jeffrey Solomon, Esquire, 3864 Sheridan Street, Hollywood, FL 33021 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office. I am familiar with the provisions of Section 607.0505 and agree to abide by its terms.

BY:   
JEFFREY SOLOMON  
RESIDENT AGENT AND REGISTERED  
AGENT