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Requestor's Name
CHAMPION SCHOOLS, INC.
1052 Montgomery Road Ste. 142
Altamonte Springs, FL 32714
City/State/Zip Phone #

100002607751--0
-08/05/98--01045--001
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
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- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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AUG -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS AUG 7 1998

Amended & Rest. Cert.

**CERTIFICATE OF SECRETARY
OF
CHAMPION SCHOOLS, INC.**

FILED
98 AUG -5 AM 10: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies:

(i) that he or she is the duly elected and acting secretary of Champion Schools, Inc., a Florida not-for-profit corporation (the "Corporation"), and is in charge of the minute books and the corporate records of the Corporation;

(ii) that attached hereto is a true and correct copy of the Amended and Restated Articles of Incorporation of the Corporation;

(iii) that the Corporation has no members and that the Amended and Restated Articles of Incorporation contain no amendments requiring member approval;

(iv) that the Amended and Restated Articles of Incorporation were adopted by the board of directors of the Corporation as of July 1, 1998 by resolution set forth in a Consent Action in Lieu of a Special Meeting of the Board of Directors of Champion Schools, Inc.; and

(v) that such resolution has not been amended or revoked and remains in full force and effect.

IN WITNESS WHEREOF the undersigned has executed this certificate as of 1st day of July, 1998.

By: *Pamela Winston*
Name: Pamela Winston
Title: Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHAMPION SCHOOLS, INC.
A NOT-FOR-PROFIT CORPORATION**

ARTICLE ONE

NAME

The name of the Corporation is Champion Schools, Inc., and it is a Florida not-for-profit corporation.

ARTICLE TWO

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1052 Montgomery Rd., Suite 142
Altamonte Springs, Florida 32714

ARTICLE THREE

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial Registered Office in the State of Florida is 621 N. Longview Place, Longwood, Florida 32779, and the name of its initial Registered Agent at said address is Vicki Falco.

ARTICLE FIVE

DIRECTORS

The directors shall be elected or appointed in the manner and for the terms provided in the bylaws of the Corporation.

ARTICLE SIX

OBJECTS, PURPOSES AND POWERS

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code") The Corporation is organized for the fundamental charitable and educational purpose of establishing and maintaining supplemental academic and enrichment classes in a Christian environment to Christian home-educated students for the benefit of children within the State of Florida.

The Corporation has the power to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the Florida Not For Profit Corporation Act and which is not prohibited by Section 501(c)(3) of the Code. For such charitable and educational purpose, the Corporation may adopt and establish bylaws, rules and regulations in accordance with law and not inconsistent with these Amended and Restated Articles of Incorporation; and engage in all other related activities (economic and otherwise) conducive to the furtherance of its purposes.

ARTICLE SEVEN

LIMITATIONS

The Corporation shall not engage in any activity which is not permitted to be carried on by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Code or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any incorporator or director of the Corporation or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Six.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Corporation shall have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code and which is other than a private foundation within the meaning of Section 509(a) of the Code, (i) to which contributions are deductible for federal tax purposes under Section 170(c)(2) of the Code, (ii) to which bequests are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code, and (iii) to which gifts are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These articles shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

ARTICLE EIGHT

CAPITAL STOCK NOT ALLOWED

The Corporation shall not have authority or power to issue capital stock.

ARTICLE NINE

MEMBERS NOT ALLOWED

The Corporation shall not have members.

ARTICLE TEN

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the proper court in the county in which

the registered office or the principal office of the Corporation is situated, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE ELEVEN

INCORPORATOR

The name and address of the original Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Vicki Falco	621 N. Longview Pl., Longwood, Fl. 32779

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed this 1st day of July, 1998.

CHAMPION SCHOOLS, INC.

By: *Vicki Falco*
Name: Vicki Falco
Title: Director and President

By: *Ernest Falco*
Name: Ernest Falco
Title: Director

By: *Pamela Winston*
Name: Pamela Winston
Title: Director

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Vicki Falco
Vicki Falco
Registered Agent
Date: July 1, 1998