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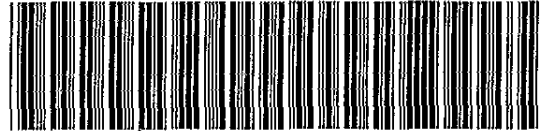
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2003 MAR 10 09:35  
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U3-1203

**ALEXANDRA V. RIEMAN, P.A.**

ATTORNEY AT LAW

March 6, 2003

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation - The College Mentor, Inc.

Division of Corporations:

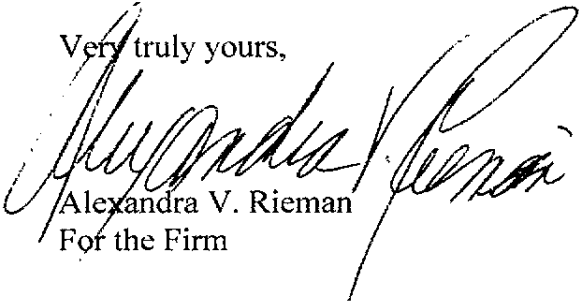
Enclosed are the following:

- A. Original and one copy of the Articles of Incorporation; and
- B. Check in the amount of \$87.50 for the filing fee.

Please file the original Articles and return a certified copy with Certificate of Status to this office.

If you have any questions, please call.

Very truly yours,

  
Alexandra V. Rieman  
For the Firm

Enclosures  
AVR/

FILED

2009 MAR 10 PM 3:54

STATE  
FLORIDA

**ARTICLES OF INCORPORATION OF  
THE COLLEGE MENTOR, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

**ARTICLE I  
NAME**

The name of this corporation shall be THE COLLEGE MENTOR, INC.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

**ARTICLE III  
GENERAL POWERS**

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

**ARTICLE V  
INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than TWO HUNDRED DOLLARS (\$200.00).

**ARTICLE VI**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

The initial address of the principal of this corporation shall be 22312 Calibre Court, Unit 1108, Boca Raton, Florida 33433. The registered agent of this corporation shall be David R. Goodsell, 22312 Calibre Court, Unit 1108, Boca Raton, Florida 33433. The Board of Directors may, from time to time, move the principal office, the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

**ARTICLE VII**  
**INITIAL DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors is:

<b><u>Name</u></b>	<b><u>Address</u></b>
David R. Goodsell	22312 Calibre Court Unit 1108 Boca Raton, Florida 33433

**ARTICLE VIII**  
**SUBSCRIBERS**

The name and address of each subscriber to these Articles of Incorporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
David R. Goodsell	22312 Calibre Court Unit 1108 Boca Raton, Florida 33433

**ARTICLE IX**  
**SPECIAL PROVISIONS**

Special provisions for the regulation of the corporation are:

Section a. The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

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

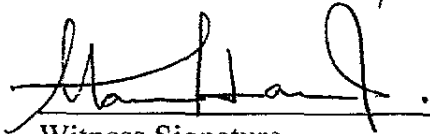
Section c. Cumulative voting for directors shall be permitted.

Section d. The power to adopt, alter, amend and/or repeal by-laws shall be reserved to the shareholders.

**ARTICLE X**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 27 day of Feb, 2003, at Palm Beach County, Florida.



Witness Signature

Mar Hamad


Witness Printed Name



Witness Signature

Daniel Morrissey

Witness Printed Name

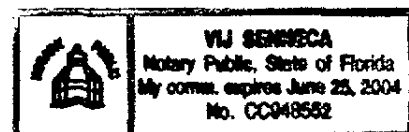


David R. Goodsell, Subscriber

FID# G324-176-53-168-0.

EXP-05-08-09.

ISSUED-09-03-02.

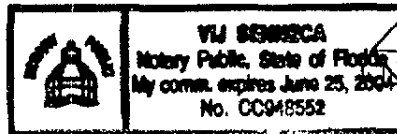


STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me personally appeared, to me known to be the person described in or who produced the following identification 4121C and who executed the same foregoing certificate of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein set forth.

WITNESS my hand and official seal in the county and state above written, this 27 day of Feb, 2003.

My commission expires



*[Signature]*  
Notary Public

Acceptance by Resident Agent

Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for THE COLLEGE MENTOR, INC.

*[Signature]*

David R. Goodsell  
22312 Calibre Court  
Unit 1108  
Boca Raton, Florida 33433