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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Academy Prep & Center of Manatee Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Ordered By: _____

Date: _____

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ARTICLES OF INCORPORATION
OF
ACADEMY PREP CENTER OF MANATEE, INC.
(A Corporation Not-for-Profit)

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation shall be:

ACADEMY PREP CENTER OF MANATEE, INC.

ARTICLE II.
ADDRESS

The street address and the mailing address of the is 2301 22nd Avenue South, St. Petersburg, FL 33712.

ARTICLE III.
DURATION

The corporation shall have perpetual existence.

ARTICLE IV.
PURPOSES

The corporation is organized exclusively for charitable, religious, education, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and its principal purpose shall be the promotion and operation of one or more private schools located in the state of Florida, which shall focus on the education of children who are economically underprivileged, with an emphasis on development of basic skills at the middle school level and the encouragement and support of the students of such schools in connection with subsequent education.

Any school owned or operated by the corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. The corporation and its

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school shall not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan program, and athletic and other school-administered programs.

ARTICLE V. POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI. DISSOLUTION

No member, trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees 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 the sole member of the corporation if it is a Florida not-for-profit corporation, that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or to such other organization or organizations organized and operated exclusively for charitable,

educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office of the corporation is then located, 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 VII.
MEMBERSHIP

(a) The Academy Foundation, Inc., a Florida not-for-profit corporation, that is described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, shall be the sole member of this corporation.

(b) All other provisions for membership qualification, the manner of admission to membership, the classes of membership, and the rights and obligations of the members shall be as determined by the Board of Trustees from time to time, and shall be set forth in the Bylaws of the corporation.

ARTICLE VIII.
BOARD OF TRUSTEES

Control of the affairs of the corporation shall initially be vested in the Board of Trustees consisting of not less than three (3) Trustees, who shall be elected on an annual basis, but the term of office of any member of the Board of Trustees may be for a period of more than one (1) year as provided in the Bylaws. The number of Trustees may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Trustees. The Board of Trustees shall be a self perpetuating body and new Trustees shall be elected by the ongoing Trustees at their annual meeting subject to the reservation of the right by the sole member to remove Trustees and fill vacancies on the Board of Trustees, at the sole discretion of the sole member. Vacancies on the Board of Trustees shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum subject to the reservation of the right by the sole member to remove Trustees and fill vacancies on the Board of Trustees, at the sole discretion of the sole member. Any member of the Board of Trustees elected by the Board of Trustees to fill a vacancy shall hold office until the next annual meeting of the Board of Trustees. Each member of the

Board of Trustees need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Trustees may be organized into one (1) or more separate categories of Trustees as provided in the Bylaws. The names and addresses of the first members of the Board of Trustees who shall serve until their successors are duly elected and qualified are:

Jeffrey L. Fortune
2911 Sunset Way
St. Pete Beach, FL 33706

Charles W. Ehrlich
4699 Central Avenue
St. Petersburg, FL 33713

Joan A. Fortune
2911 Sunset Way
St. Pete Beach, FL 33706

ARTICLE IX.
INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Trustees, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Trustees.

ARTICLE X.
BYLAWS

The Board of Trustees shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE XI.
REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be: 4699 Central Avenue, St. Petersburg, FL 33713.

The registered agent shall be: Charles W. Ehrlich.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

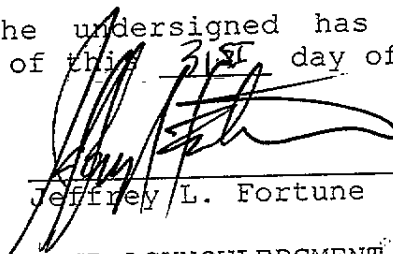
ARTICLE XII.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the sole member and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XIII.
INCORPORATOR

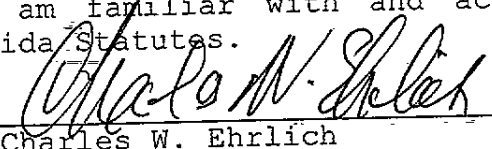
The name and address of the person signing these Articles of Incorporation are Jeffrey L. Fortune, 2911 Sunset Way, St. Pete Beach, FL 33706.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 31ST day of January, 2000.


Jeffrey L. Fortune

ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to §617.0501, Florida Statutes, I agree to act as registered agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of §617.0503, Florida Statutes.


Charles W. Ehrlich
Registered Agent

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