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EFFECTIVE DATE
03-29-2001

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FILED
MAR 30 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 29, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: ACADEMIC SUCCESS, INC.

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation and a copy for the above-referenced corporation. Please file same in your usual manner. I have enclosed a check in the amount of \$70.00 for filing fees.

Sincerely yours,

Carey Sauer

Carey Sauer

Enclosures

CR 4-4

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ARTICLES OF INCORPORATION
OF
ACADEMIC SUCCESS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of the corporation shall be ACADEMIC SUCCESS, INC.

2. Purpose. The purposes for which this corporation is organized are as follows:

(a) To provide academic, independent living and vocational skills to post-secondary students who have learning difficulties.

(b) To solicit and receive funds, gifts, endowments, donations, devises and bequests.

(c) To exercise all the powers enumerated in Section 617.021, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

3. Term of Existence. This corporation shall commence on March 29, 2001 and shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

4. Incorporator. The name and address of the incorporator is as follows: Patrick Gerard Gibbons, 4243 NW 75th Street, Gainesville, Florida 32653.

5. Directors. The business affairs of the corporation shall be managed by the Board of Directors, which shall consist of not less than three nor more than nine persons. The term of office of the Directors and the manner of their election shall be stated in the bylaws. Directors shall not be paid for their services as directors without the prior written unanimous consent of the Board of Directors.

6. Location and Agent. The initial resident agent is Patrick Gerard Gibbons. His street address, the principal office of the corporation and the mailing address of the corporation are the same, to-wit: 4232 NW 75th Street, Gainesville, Florida 32653.

7. Limitation. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, 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 above. 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 provisions of any further 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 provisions of any future United States Internal Revenue law.)

8. Distribution of Assets Upon Dissolution. No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this corporation and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed among one or more organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c) of the Internal Revenue Code of 1986, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.


9. Amendment of Articles. The Articles of Incorporation may be amended only with the unanimous consent of the Board of Directors.

The undersigned, being the original incorporator hereinbefore named, for the purposes of forming a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly, have hereunto subscribed his name this 29th day of March, 2001. The undersigned is familiar with and accepts the duties and obligations as registered agent for said corporation.

 3/29/01
Patrick Gerard Gibbons, Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 29 day of March, 2001 by Patrick Gerard Gibbons, who is personally known to me and who did not take an oath.


Notary Public
State of Florida at Large
Notary Commission Number
My Commission Expires:



Steven M. Chamberlain
MY COMMISSION # CC718002 EXPIRES
April 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.