

No 1000002943

609 Gilbert DR NE
Palm Bay, FL 32907

April 19, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-04/25/01--01028--003
*****87.50 *****87.50

ATTN: ARTICLES OF INCORPORATION

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$87.50 to cover the filing fee, the certified copy of articles and the certificate.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

If you have any questions regarding this matter, you may contact me at (321) 676-9818 or (321) 626-1818. Thank you for your assistance.

Sincerely,


Cathy W. Bradshaw

Enclosures

FILED
01 APR 25 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-26-01
WC

ARTICLES OF INCORPORATION
OF
THE ELECT CHILDREN ACADEMY, INC.

FILED
01 APR 25 AM 8:06
SECRETARY OF STATE
TALLAHASSEE FL 32305

ARTICLE I – NAME

The name of the corporation is The Elect Children Academy, Inc.

ARTICLE II – DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 10,000 Shares of \$1.00 par value common stock, which shall be designated “Common Shares.”

ARTICLE V – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI – PREEMPTIVE RIGHTS

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

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 609 Gilbert DR NE, Palm Bay, Florida 32907 and the name of the initial registered agent of this corporation at that address is: Cathy W. Bradshaw – 609 Gilbert DR NE, Palm Bay, Florida 32907.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Cathy W. Bradshaw – President, Treasurer – 609 Gilbert DR NE, Palm Bay, FL 32907

Craig A. Bradshaw, Sr. – Vice President – 609 Gilbert DR NE, Palm Bay, FL 32907

Alvin Thomas, Jr. – Secretary – 1034 Grant ST, Fellsmere, FL, 32948.

ARTICLE IX – INCORPORATOR

The name and address of the persons signing these articles are:

Cathy W. Bradshaw – 609 Gilbert DR NE, Palm Bay, FL 32907.

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this corporation.

ARTICLE XII – SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV – RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set forth opposite their names:

Cathy W. Bradshaw - 9,000 shares.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 19 day of April, 2001.

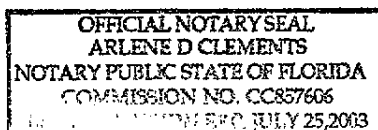
Cathy W. Bradshaw
Cathy W. Bradshaw

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Cathy Bradshaw known to me to be the person(s) who executed the foregoing articles of incorporation and they acknowledged before me that they executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 19 day of April, 2001.



Arlene D Clements
Notary Public, State of Florida
My Commission Expires:

FLDL-B-635-19-67-821-0

CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

THE ELECT CHILDREN ACADEMY, INC.

The following is submitted in compliance with the laws of the State of Florida.

The Elect Children Academy, Inc., a for-profit corporation organizing under the laws of the State of Florida, with its principal office located at 609 Gilbert DR NE, Palm Bay, Florida 32907 hereby designates Cathy W. Bradshaw, whose address is 609 Gilbert DR NE, Palm Bay, Florida 32907, as its agent at that address to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Cathy W. Bradshaw
Cathy W. Bradshaw

STATE OF FLORIDA
COUNTY OF BREVARD

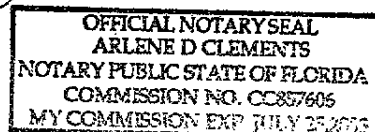
BEFORE ME, the undersigned authority, this day personally appeared Cathy Bradshaw, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed therein.

WITNESS my hand and official seal this 19th day of April, 2001.

(SEAL)

Arlene D Clements
Notary Public
State of _____
My Commission Expires: _____

FDL-B-632-119-67-859-0



FILED
01 APR 25 AM 8:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE