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ACCOUNT NO. : 072100000032

REFERENCE : 761566 7103152

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : October 3, 2001

ORDER TIME : 10:01 AM

ORDER NO. : 761566-005

CUSTOMER NO: 7103152

CUSTOMER: Eric M. Borgia, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

RECEIVED
01 OCT -3 AM 10:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: EDUCATION CENTER OF SOUTHWEST
FLORIDA, INC.

500004621215--0

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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2001 OCT -3 PM 1:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JS
10/3/01

**ARTICLES OF INCORPORATION
OF
EDUCATION CENTER OF SOUTHWEST FLORIDA, INC.
(A corporation not-for-profit)**

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TALLAHASSEE FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of the corporation ("Corporation") shall be **EDUCATION CENTER OF SOUTHWEST FLORIDA, INC.**, a Florida not-for-profit corporation.

**ARTICLE II
TERM**

The Corporation shall be of perpetual duration.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation and the initial mailing address of the Corporation shall be: P.O. Box 183, 471 North Lee Street, LaBelle, Florida 33975.

**ARTICLE IV
PURPOSE**

The Corporation is a Not-For-Profit Corporation organized under Chapter 617, Florida Statutes. The Corporation is formed exclusively for educational, literary and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The purpose for which the Corporation is organized is to engage as a non-profit organization to exercise all the powers and to perform all of the duties and obligations of the Corporation as defined and set forth in the By-Laws of the Corporation. The Corporation is not organized for the private gain of any person, and does not contemplate pecuniary gain or profit, incidental or otherwise.

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer, director or member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no officer, director or member of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt as Organizations described in 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding Sections of any subsequent Internal Revenue Code or Regulation), or to the Federal, State or Local Government for exclusively public purposes.

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on: (a) by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE V **OFFICERS**

The Officers of the Corporation shall consist of a President, Vice President, Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as regulated by the By-Laws. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as regulated by the By-Laws.

ARTICLE VI **BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors consisting of not less than three (3) individuals. Directors shall be elected or appointed as provided in the By-Laws.

ARTICLE VII **MEMBERSHIP**

The Corporation shall be a membership corporation organized on a non-stock basis. The terms, conditions and qualifications with respect to membership of this Corporation shall be as provided in the By-Laws.

ARTICLE VIII **BY-LAWS**

The By-Laws of the Corporation shall be adopted, amended, altered or rescinded

as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation. In the event of a conflict between the Articles of Incorporation and the By-Laws, the Articles of Incorporation shall prevail.

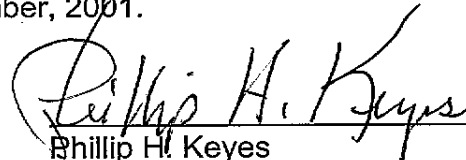
ARTICLE IX
INCORPORATOR

The name of the Incorporator of the Corporation is Phillip H. Keyes and such Incorporator's address is: P.O. Box 183, 471 North Lee Street, LaBelle, Florida 33975.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kenneth B. Cuyler, Esquire.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed these Articles of Incorporation on this 28 day of September, 2001.


Phillip H. Keyes
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **EDUCATION CENTER OF SOUTHWEST FLORIDA, INC.**, desiring to
organize or qualify under the laws of the State of Florida, with its principal place of
business located at P.O. Box 183, 471 North Lee Street, LaBelle, Florida 33975 has
named Kenneth B. Cuyler, Esquire, located at 4001 Tamiami Trail North, Suite 300,
Naples, Florida 34103, as its registered agent to accept service of process within Florida.

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 agree to
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.

Dated: September 28th, 2001


Kenneth B. Cuyler, Esq.