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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul J. Burns, Esq.
12525 Walsingham Road
Largo, FL 33774
(727) 595-4540
(727) 596-1016 Fax

Re: Education People, Inc

Dear Clerk:

Kindly file the enclosed Articles of Inc.

Enclosed is a check in the amount of \$78.75

Please return 1 copy certified copy to my office.

If you have any questions, do not hesitate to contact me.
Thank you.

Paul J. Burns

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EDUCATION PEOPLE, INC.

A NON-PROFIT CORPORATION

The undersigned incorporators, in order to form a non-profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is EDUCATION PEOPLE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation and the mailing address of the Corporation is The Roy Buliding, 13064 Indian Rocks Road, Largo, Fl 33774.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is The Roy Buliding, 13064 Indian Rocks Road, Largo, Fl 33774, and the name of its initial Registered Agent at that address is Phil Padol.

ARTICLE IV - MEMBERS

The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE V - NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributed to or for the befit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501 (c)(3) of the United States Internal Revenue Code of 1986 (hereinafter the "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE VI - TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

ARTICLE VII - PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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

A. to receive and administer funds and to operate exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code, or comparable provisions of subsequent legislation the Code. Among those purposes is to provide financial and practical assistance to those in need of basic and/or occupational education.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

ARTICLE VIII - POWERS

Solely for the foregoing purposes, the Corporation shall have the following powers:

A. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida, including but not limited to those set forth in Florida Statutes 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

ARTICLE IX - LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but 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 these Articles.

No substantial part of the activities of this corporation shall

consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X - TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code as an organizations described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XI - DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

ARTICLE XII - DIRECTORS

There shall be a Board of Directors consisting of at least three (3) individuals. The initial Directors shall be elected by the Incorporators. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

ARTICLE XIII - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XIV - AMENDMENT

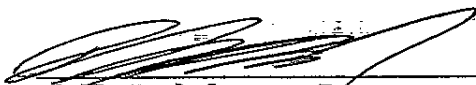
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

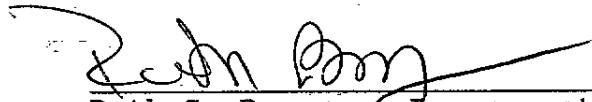
ARTICLE XV - INDEMNIFICATION

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Dated: 2/21/02


Phil Padol, Incorporator



Ruth S. Bragman, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of February, 2002, by Phil Padol and Ruth S. Bragman, who are personally known to me or who has produced a Florida Drivers license as identification.


Notary Public

(Seal)

 Stephanie J. Pearce
My Commission CC925070
Expires June 10, 2004

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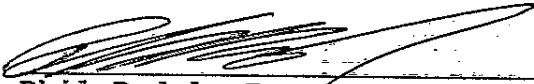
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617, Florida Statutes, the undersigned corporation organized under the not for profit corporation laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.


1. The name of the corporation is **EDUCATION PEOPLE, INC.**
2. The name and address of the registered agent and office is Phil Padol, The Roy Buliding, 13064 Indian Rocks Road, Largo, Fl 33774.


Phil Padol, Incorporator
Date: February 21, 2002

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby 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 this 21st day of February, 2002.


Phil Padol
Registered Agent