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TALLAHASSEE, FLORIDA

JUDSON I. WOODS, JR., P.A.

MEMBER OF
Florida Bar - Louisiana Bar
U.S. Court of Appeals - 5th & 11th Circuit
U.S. District Court - Middle District of Florida

ATTORNEY-AT-LAW
CERTIFIED CIRCUIT COURT MEDIATOR
ATTORNEYS' TITLE INSURANCE FUND
MEMBER AGENT



AREAS OF PRACTICE
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December 6, 2002

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

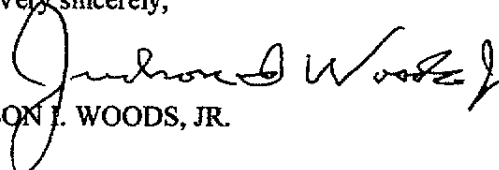
Re: **ACADEMIES OF EXCELLENCE, INC.**

Dear Sir or Madame:

Enclosed are an original and copy of the executed Articles of Incorporation for ACADEMIES OF EXCELLENCE, INC. accompanied with a certification of registered agent and a check made payable to the Florida Department of State in the amount of \$78.75 for the filing fees and certified copy. Once same has been filed, please return the certified copy to me in the enclosed self-addressed stamped envelope.

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

Very sincerely,


JUDSON I. WOODS, JR.

JIW,Jr./dap

Enc.
ck#722/PA

Post Office Box 689, Edgewater, Florida 32132-0689
116 N. Ridgewood Avenue, Edgewater, Florida 32132
Telephone: (386) 409-3737 Facsimile: (386) 409-7979
E-Mail: jiwpa@bellsouth.net

ARTICLES OF INCORPORATION
OF
ACADEMIES OF EXCELLENCE, INC.

In compliance with Chapter 617, Florida Statute (Not For Profit)

Article I
Name

The name of the corporation shall be **ACADEMIES OF EXCELLENCE, INC.**

Article II
Principal Office

The principal place of business/mailing address is:

Physical Address
2753 S. Ridgewood Avenue, South Daytona, FL 32119

Mailing Address
Post Office Box 7070, Daytona Beach, FL 32116

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Article III
Purpose

The specific and primary purpose for which this corporation (the "Corporation") is formed is to originate and operate educational facilities that educate children and adults with curriculum based on research and best practices.

The additional general purpose for which the Corporation is formed is to operate so as to qualify as an organization exempt from taxation under the Internal Revenue Code of 1954, as amended, by virtue of Section 501(c) thereof, and further exempt under all applicable tax laws of the state of Florida.

Article IV
Commencement and Duration

This Corporation shall have a perpetual existence

Article V
Powers

The powers of the Corporation shall include all those powers conferred upon corporations not for profit under Chapter 617, Florida Statutes, that are not inconsistent with the Internal Revenue Code of the United States.

Article VI
Membership

The Corporation shall not have a membership distinct from the Board of Directors. The authorized number and qualifications for membership in the Board of Directors of the Corporation shall be as set forth in the by-laws, provided that the Board shall never have less than three (3) members.

Article VII
Management of Corporate Affairs
Initial Officers/Directors

(a) Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than three (3) directors and no more than nine (9) directors.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year, until the next annual meeting of members following the election of directors and until the qualification of their successors in office.

The names and addresses of the initial Board of Directors of the corporation are:

Douglas K. Jackson; 2753 S. Ridgewood Avenue, South Daytona, FL 32119
Kathryn A. Kemmer; 2753 S. Ridgewood Avenue, South Daytona, FL 32119
Frank B. Francisco; 2753 S. Ridgewood Avenue, South Daytona, FL 32119

Article VIII
Registered Agent

Douglas K. Jackson, 2753 S. Ridgewood Avenue, South Daytona, FL 32119

Article IX
Incorporator(s)

Douglas K. Jackson, 2753 S. Ridgewood Avenue, South Daytona, FL 32119

Article X
By-laws

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporations Not For Profit law concerning corporate action that must be authorized or approved by the members of the Corporation, by-laws of the Corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the Board of Directors or by following the procedure as set forth in the by-laws.

Article XI
Dedication of Assets

The property of the Corporation is irrevocably dedicated to not for profit purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purpose, 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.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 XII
Indemnification

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

Article XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by at least two-thirds of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 4th day of December, 2002.

Douglas Jackson
Douglas Jackson, Incorporator

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Douglas Jackson, who has produced Current FLA D.O.L. as identification or is personally known to me, known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State aforesaid this 4th day of December, 2002.

Debra A. Posey
Notary Public - State of Florida at Large
Print Name: DEBRA A. POSEY
Commission Expires: My Commission Expires Nov 26, 2004
My commission number is: Commission # CC900553

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed in this certificate, I hereby 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.

Douglas K. Jackson
Douglas Jackson, Registered Agent

Date: 12-4-02

Douglas K. Jackson
Douglas Jackson, Incorporator

Date: 12-4-02

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