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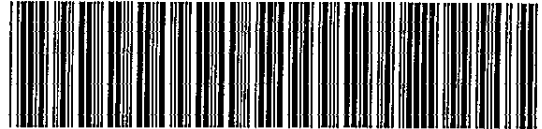
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOEL REINSTEIN

LAW OFFICES
OF
JOEL REINSTEIN, P.A.
WACHOVIA PLAZA • SUITE 325
925 SOUTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (561) 393-6714
FACSIMILE (561) 393-1909

June 2, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: The Cooperative Learning Centers, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75, representing your filing fee. Please return a certified copy in the enclosed prepaid envelope.

Thank you for your cooperation in this matter.

Sincerely,


Joel Reinstein

JR/wsm
Enclosures-check
cc: Mr. Philip E. Morgaman
David B. Zugman, C.P.A.

StateInc.ltr

**ARTICLES OF INCORPORATION
OF
THE COOPERATIVE LEARNING CENTERS, INC.
(A Florida Corporation Not For Profit)**

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03 JUN 17 PM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this Corporation is THE COOPERATIVE LEARNING CENTERS, INC.
(hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The address of the principal office and the mailing address of the Corporation shall be:
1600 West Commercial Boulevard, Fort Lauderdale, FL 33309.

**ARTICLE IV
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V
Purposes**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
- (iv) To raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII

Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall not be less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation

ARTICLE VIII

Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is seven (7). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are the following:

Philip Edward Morgaman
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

Mark Stephenson
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

John M. Camillo
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

William D. Spruce
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

David B. Zugman
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

Michael Rossi
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

Neil C. Nichols
1600 West Commercial Blvd.
Fort Lauderdale, FL 33309

ARTICLE IX Members

The Corporation shall not have members.

ARTICLE X Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI

Restrictions

- A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 in Article V hereof.
- B. No 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 or in opposition to any candidate for public office or engage in political activities of any kind.
- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Federal tax code.
- D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.
- E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code.

ARTICLE XII


Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is Philip Edward Morgaman, 1600 West Commercial Boulevard, Fort Lauderdale, FL 33309, and the name of its registered agent at such office is Philip Edward Morgaman.

ARTICLE XIII
Incorporator

The name and address of the sole incorporator is Philip Edward Morgaman, 1600 West Commercial Boulevard, Fort Lauderdale, FL 33309, (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 12 day of June, 2003.



Philip Edward Morgaman

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That, The Cooperative Learning Centers, Inc., desiring to organize under the laws of the State of Florida, has named Philip Edward Morgaman, 1600 West Commercial Boulevard, Fort Lauderdale, FL 33309, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 617.0501, Florida Statutes.

Dated this 12 day of June 2003


Philip Edward Morgaman
Registered Agent

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TALLAHASSEE, FLORIDA