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08-01-03

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TALLAHASSEE, FLORIDA

9/7/3

Wilder Business Solutions, Inc.
"TAKING YOU TO THE NEXT LEVEL"

July 22, 2003

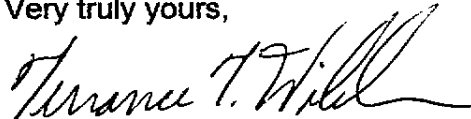
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: ***Speak Easy Early Language Development
and Learning Center, Inc.***

EFFECTIVE DATE
08-01-03

Enclosed are an original and two (2) copies of the Articles of Incorporation for the above-named corporation and a check for \$87.50 for the filing fee, Certified Copy and Certificate of Status. If you have any questions or need additional information, I can be reached at the address and telephone number printed below.

Very truly yours,



Terrance T. Wilder

Enclosure

cc: Mary Beasley (w/ enc.)

Articles of Incorporation

Speak Easy Early Language Development and Learning Center, Inc.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporator of a not for Profit Corporation pursuant to Chapter 617, Florida Statutes ("Florida Not for Profit Corporation Act"), adopts the following articles of incorporation and states as follows:

Article I

Name

The name of the corporation shall be: **Speak Easy Early Language Development and Learning Center, Inc.**

Article II

Principle Office

EFFECTIVE DATE
08-01-03

The principle place of business and mailing address of this corporation shall be:

3970 N.W. 167th Street.
Miami, FL 33055

Article III

Purpose

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This corporation is organized exclusively for any lawful purpose to retain non-profit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a non-profit corporation pursuant to the laws of the state of Florida, its municipalities, county governments, and the United States.

The primary objectives and purpose of this corporation shall include, but not be limited to the following:

- a) To provide a positive environment for students in which speech, language, and learning skills (Receptive / listening and understanding; Expressive / reading, writing and speaking) are taught, modeled, augmented and reinforced to effectively promote successful academic advancement.
- b) To implement the VATSS (Visual, Auditory, Tactile, Sensory Stimulation) approach through an age appropriate computer program, TV-VCR video program, language master cards, audio-taped programs, manipulative objects, calculators, electronic dictionaries/spelling aids or an independent worksheet.

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- c) To provide test preparation, computer aided learning, homework assistance and educational consultations.

Article IV Manner of Election

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In accordance with the by laws, Directors shall be elected by a majority of the entire Board of Directors.

Article V Initial Directors/Officers

The name, address, and title of the initial Board of Directors of this corporation are:

Mary Beasley, *President*
5018 S. W. 168th Avenue
Miramar, Florida 33027

Warren Jabali, *Vice-President*
5018 S.W. 168th Avenue
Miramar, Florida 33027

Gwendolyn L. Bryant
8937 N.W. 194 Terrace
Miami, Florida 33018

Luvernice H. Croskey, Ph. D, *Treasurer*
1610 N.W. 170 Terrace
Miami, Florida 33169

Gerri Dolan, *Secretary*
1292 N.E. 105th Street
Miami Shores, Florida 33138

Article VI Registered Office and Agent

The street address of the initial registered office of the corporation is 5018 S.W. 168th Avenue, Miramar, Fl 33027, and the name of its initial registered agent at such address is Mary Beasley.

Article VII Nonprofit Capitalization

No part of the income of the corporation shall insure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes and no member trustee; director of officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

Article VIII

Member Liability

The private property of this Corporation's members, directors or officers shall not be subject to the payment of Corporation debts to any extent whatsoever. No director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

Article IX

Activities Prohibited

No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not 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 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

Article X

Dissolution

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principle office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.

**Article XI
Incorporator**

The name and address of the Incorporator is as follows:

Terrance T. Wilder
3350 S.W. 148th Avenue
Suite 110
Miramar, Florida 33027

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**Article XII
Effective Date and Duration**

The effective date of the corporation is August 1, 2003. The duration of the corporation is perpetual.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Mary Beasley
Mary Beasley, Registered Agent

July 22, 2003
(Date)

Terrance T. Wilder
Terrance T. Wilder, Incorporator

7/22/2003
(Date)