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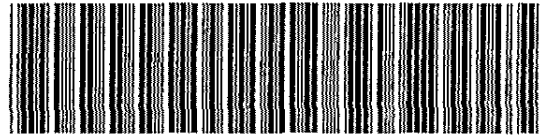
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**RICHARD B. SALZBURG
260 SPRINGSIDE ROAD
LONGWOOD, FLORIDA 32779
TEL: 407-682-3385**

November 8, 2004

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

Gentlemen:

Enclosed are the Articles of Incorporation, the Transmittal Letter, and our check in the amount of \$87.50 for the filing fee, certified copy and certificate of incorporation.

In advance thank you for your assistance in this matter.

If there are any questions or additional information that is required please contact me at the address and telephone number indicated above.

Sincerely,



Richard Salzburg

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

The name of the corporation shall be Florida Community School, Inc.

ARTICLE II

The principal place of business will be the following:

900 Via Lugano Circle #104
Boynton Beach, Florida 33436

ARTICLE III - PURPOSE

Identifying the Need

There is great need across the country for effective and affordable educational programs for students with special needs. More specifically, the exponential population growth in South Florida has schools overcrowded and students underserved. This scenario creates even greater opportunity for students with special needs to "slip through the cracks." There are several schools in the area that are trying to fill this void with alternatives; some have been more successful than others. However, each of these programs is faced with its own challenges. Some of them have not enrolled children based on the specific population they have set out to serve, others have not hired specifically trained teachers, and some have identified themselves as "transitional schools" where students attend temporarily until they have obtained a certain set of skills. Still, many of them are run by businesses and are for-profit organizations that in the end are most concerned with the profit margin. Programming for special needs students can be quite costly, and therefore providing the best possible program and generating enough revenue to increase profits can often create a conflict of interests. Many programs have attempted to go down this road but have had to close their doors because of their inability to remain financially successful. Palm Beach County needs an academic-based community school for students with learning disabilities, whose interest is only to create the most supportive learning environment, with the most caring teachers, delivering the most effective program possible to help create the most opportunities for post high-school success.

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Purpose

The mission of The School is to provide a quality, grade appropriate academic and life management curriculum to students in grades 6-12 who are challenged with learning differences and/or attention problems. Through creative and individualized instruction, small class size, and concern for the whole child, The School will provide a unique and personalized educational experience. Curriculum will include the Sunshine State Standards, Social Skills and Self-Awareness, as well as Study Skills and Time Management. Florida Community School will provide an atmosphere that will nurture students toward independence, while teaching and encouraging the commitment to family and community. Additionally, the school will work with willing families as a team to foster self-awareness and teach self-advocacy. The School's educators believe, and will strive to instill in their students, the belief that each of them, given the right tools, can reach their potential and achieve success.

ARTICLE IV

The Directors of the corporation were appointed based on either their involvement in the creation of The School's concept, financial contributions, or other contributing factors.

ARTICLE V

The names of the Directors/Officers of the corporation are as follows:

Laurie Kemp – President & Director
900 Via Lugano Circle #104
Boynton Beach, Florida 33436

Paul Kemp – Vice President & Director
900 Via Lugano Circle #104
Boynton Beach, Florida 33436

Richard Salzburg – Secretary/Treasurer & Director
260 Springside Road
Longwood, Florida 32779

ARTICLE VI

The registered agent for the corporation shall be the following:

Richard Salzburg
260 Springside Road
Longwood, Florida 32779

ARTICLE VII

The incorporator of the corporation shall be the following:

Laurie Kemp
900 Via Lugano Circle #104
Boynton Beach, Florida 33436

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TALLAHASSEE, FLORIDA

ARTICLE VIII

Upon the dissolution of the corporation the assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(2) of the Internal Revenue Service code or the comparison 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

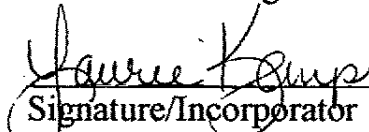
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Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
Richard Salzburg

11/8/04
Date



Signature/Incorporator
Laurie Kemp

11-2-04
Date