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From:

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FLORIDA PROFIT/NON PROFIT CORPORATION

Star Center, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
STAR CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Non-Profit Corporation

The undersigned, desiring to form a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I

The name of this not for profit corporation shall be:

STAR CENTER, INC.
1676 West Hibiscus Blvd
Melbourne, Florida 32901

ARTICLE II

This not for profit corporation shall commence its perpetual existence on the date these Articles are filed with the Secretary of State.

ARTICLE III

The general purpose for which this not for profit corporation is organized is to establish and operate a not for profit charter school. For these purposes this corporation may engage in any activity and exercise any power or authority that may be engaged in by a non-profit corporation organized under Chapter 617, Florida Statutes, as amended.

ARTICLE IV

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or shall be distributed to its members, directors, or other private persons except that this 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 this article. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities deemed impermissible for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United

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States internal revenue law or by a corporation, contributions to which are deductible under section 170(c)(2) or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all assets of this corporation in the manner or to organizations that are organized and operated exclusively as exempt organizations under Section(s) 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or after paying or making provisions for the liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is located. Such court of competent jurisdiction shall dispose of the assets of this corporation to organizations that are organized and operated exclusively for charitable, educational, or scientific purposes.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

JAMES M. O'BRIEN, ESQ.
O'Brien, Riemenschneider, Wattwood & Cantwell, P.A.
1686 West Hibiscus Boulevard
Melbourne, Florida 32901

ARTICLE VI

The name and address of the directors of this corporation are:

Maximo H. Salinas, Ph.D.
4796 Merlot Drive
Viera, Florida 32955

Carmeus Jacob
4951 NE Babcock St., STE 3
Palm Bay, Florida 32905

Dr. Jeff Bradstreet M.D.
1688 W. Hibiscus Blvd
Melbourne, Florida 32901

Sally Christensen
1431 Mariposa Drive
Palm Bay, Florida 32905

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Paul Bouvier, CPA
3210 S. Wickham Rd
Melbourne, Florida 32935

Deborah Jacoby, Psy, D., BCBA
2111 Dairy Road
Melbourne, Florida 32904

Harold Woodley
711 Campina Ave., SE
Palm Bay, Florida 32909

Any additional directors shall be elected or appointed in accordance with the bylaws of this not for profit corporation.

ARTICLE VII

The name and address of the Incorporator is:

JAMES M. O'BRIEN, ESQ.
O'Brien, Rismenschneider, Kancilia & Lemonidis, P.A.
1686 West Hibiscus Boulevard
Melbourne, Florida 32901

ARTICLE VIII

By duly adopted action of the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers of this corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws of this corporation or pursuant to Chapter(s) 607 & 617, Florida Statutes, or otherwise.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 17th day of March, 2006.



JAMES M. O'BRIEN, ESQ.

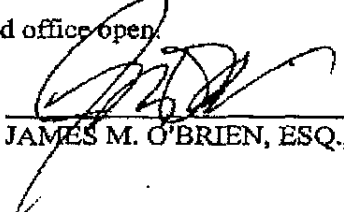
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act STAR CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1676 West Hibiscus Blvd, Melbourne, Florida 32901, has named JAMES M. O'BRIEN, ESQ., O'Brien, Riemenschneider, Wattwood & Cantwell, P.A., 1686 West Hibiscus Boulevard, Melbourne, Florida 32901, 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 agree to comply with the provisions of said Act relative to keeping said office open.



JAMES M. O'BRIEN, ESQ., Registered Agent

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