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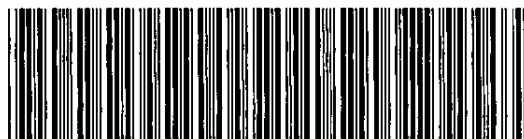
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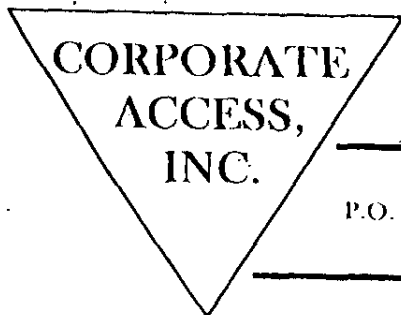
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arts

1. Sophia Educational Services, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

ARTICLES OF INCORPORATION
OF
SOPHIA EDUCATIONAL SERVICES, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is as follows: Sophia Educational Services, Inc.

ARTICLE 2 - ADDRESS

The address of the principal office and the mailing address of the corporation are: 1904 Glen Meadows Circle, Melbourne, Florida 32935.

ARTICLE 3 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1904 Glen Meadows Circle, Melbourne, Florida 32935. The name of its initial registered agent at that address is: Constantine M. Paterakis.

ARTICLE 4 - NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5 - NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under IRC §501(c)(3).

ARTICLE 6 - DURATION

The duration (term) of the corporation is perpetual.

ARTICLE 7 - PURPOSES

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to the operation of a Charter School.

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ARTICLE 8 - POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To promote education at the elementary and middle school level concentrating in math and science.

B. To exercise all rights and powers conferred by the laws of the State of Florida on a nonprofit corporation, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which a nonprofit corporation may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9 - IMMUNITY STATUS

It is intended that the corporation shall qualify as a cultural or educational institution within the United States under 22 USCA §2459. This qualification shall not interfere with the corporation's tax exempt status.

ARTICLE 10 - LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these articles.

ARTICLE 11 - TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC §501(a) as an organization described in IRC §501(c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under IRC §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 12 - DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC §170(c)(1) or IRC §170(c)(2)(B) and is described in IRC §509(a)(1), (2) or (3).

ARTICLE 13 - BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The names and addresses of the initial board of directors are:

Constantine M. Paterakis
1904 Glen Meadows Circle
Melbourne, FL 32935

Donald K. Whitney
615 Tortoise Way
Satellite Beach, FL 32937

Mark S. Psarakis
330 Normandy Drive
Indialantic, FL 32903

Siroos Motlagh
2475 Forest Run Drive
Melbourne, FL 32935

General J. Wheeler
1906 Glen Meadows Circle
Melbourne, FL 32935

ARTICLE 14 - OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE 15 - INCORPORATOR

The name and street address of the Incorporator is as follows:

Constantine M. Paterakis
1904 Glen Meadows Circle
Melbourne, FL 32935

ARTICLE 16 - BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 17 - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

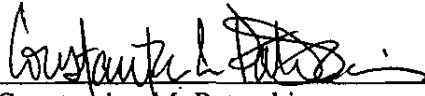
ARTICLE 18 - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 19 - COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is July 31, 2007.

I, witness, the undersigned incorporator has signed these articles of incorporation on July 26, 2007.


Constantine M. Paterakis
Incorporator

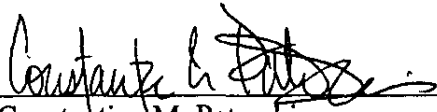
CERTIFICATE OF DESIGNATION AND ACCEPTANCE
BY REGISTERED AGENT

Pursuant to the provisions of Florida Statute §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the Corporation: Sophia Educational Services, Inc.
2. Name and address of the registered agent and office:
Constantine M. Paterakis
1904 Glen Meadows Circle
Melbourne, Florida 32935

I, the undersigned person, having been named as the registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: July 26, 2007.



Constantine M. Paterakis
Registered Agent

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