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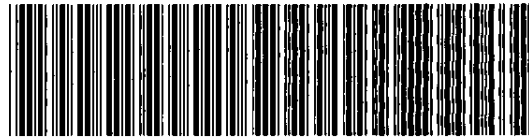
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COVER LETTER

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: EXCELSIOR ARTZ PREPARATORY SCHOOL, INC.
DOCUMENT NUMBER: P96000063079

Dear Sir/Madam:

Please find enclosed the following documents:

1. Articles of Dissolution of For Profit Corporation - Excelsior Artz Preparatory School, Inc.
2. Articles of Incorporation of Not for Profit Corporation - Excelsior Artz Preparatory School, Inc.
3. Consent to waive all rights and further use of the name Excelsior Artz Preparatory School, Inc. by For Profit Corporation - Excelsior Artz Preparatory School, Inc.
4. Check in the amount of \$131.25 to cover filing fee -dissolution, certified copy of the dissolution, filing fee - incorporation, designation of registered agent, certified copy of articles of incorporation and certificate of status.

Please return all correspondence concerning this matter to the following:

Carlton Christian
7306 NW 116 Lane
Parkland, Florida 33076

For further information concerning this matter, please call: Carlton Christian at (954)292-8993.

Very truly yours

Carlton Christian

cc: Kayann Baugh

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Consent to Waiver of Further Use of Corporate Name

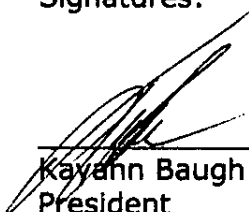
This notice is submitted by the dissolved corporation Excelsior Artz Preparatory School, Inc. for waiver to any rights to its corporate name and the release from any further use of said name by the dissolved corporation.

Excelsior Artz Preparatory School, Inc., a For-Profit Corporation consents to waive any rights to the corporate name of Excelsior Artz Preparatory School, Inc. The purpose of this waiver is to release said name so that it can be used in the formation of a Not for Profit Corporation pursuant to Chapter 617, Florida Statutes, in the name of Excelsior Artz Preparatory School, Inc.

In witness whereof, we have hereunto subscribed our names this day of

August 27, 2010.

Signatures:



Kayann Baugh
President



Linda Green, M.D.
Witness

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**ARTICLES OF INCORPORATION OF EXCELSIOR ARTZ PREPARATORY
SCHOOL, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

Article 1

NAME. The name of the Corporation shall be EXCELSIOR ARTZ PREPARATORY SCHOOL, INC.

Article 2

OFFICE. The principal place of business and mailing address of the Corporation is 8197-13 NORTH UNIVERSITY DRIVE, TAMARAC, FLORIDA 33321

Article 3

DURATION. The Corporation existence shall commence with the filing of these Articles of Incorporation and the duration of the Corporation is perpetual

Article 4

PURPOSE. The Corporation is organized exclusively TO OPERATE A SCHOOL TO EDUCATE CHILDREN OF PRE SCHOOL THROUGH SECONDARY SCHOOL AGE. The Corporation may also engage in such other charitable and educational activities, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, generally related to or in furtherance of the above purposes.

Article 5

POWERS. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation is constituted so as to attract support from contribution from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 4 hereof.

No substantial 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. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more organizations as may be selected by the last acting Board of Directors, which shall at the time qualify as an exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, religious or educational purposes.

Article 6

MEMBERS. The qualification for the manner of admission of members shall be regulated by the Bylaws, The Corporation may have one or more classes of members as may be determined by the Bylaws.

Article 7

MANAGEMENT - DIRECTORS. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors composed of not less than two (2) members, and such nonvoting honorary members as determined by the Board of Directors. The Board of Directors and any vacancy thereon shall be filled by the Board of Directors. The Board of Directors may elect and employ any other officers and personnel it deems necessary.

OFFICERS. The initial officers of this Corporation shall be:

Kayann Baugh
Title: President
8197-13 N. University Drive
Tamarac, Florida 33321

Title: Treasurer
Robert Toney
8197-13 N. University Drive
Tamarac, Florida 33321

Title: Secretary
Linda Green
8197-13 N. University Drive
Tamarac, Florida 33321

Article 8

BYLAWS. The first Bylaws of the Corporation shall be adopted by the initial Board of Directors and may be altered, amended or rescinded by the Directors in the manner provided by the Bylaws.

Article 9

INITIAL REGISTERED AGENT. The street address of the initial Registered Agent of the Corporation is 8197-13 N. University Drive, Tamarac, Fl., and the name of its initial Registered Agent at that address is Aaron Durall.

Article 10

INCORPORATOR. The name of the Incorporator is KayAnn Baugh, and the address of its Incorporator is 8197-13 N. University Drive Tamarac, Florida 33321.

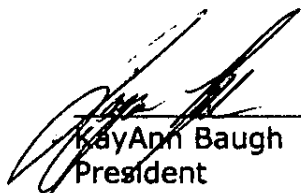
Article 11

INDEMNIFICATION. The Corporation shall indemnify each officer and Director, including former Officers and Directors, to the fullest extent permitted by law.


In witness whereof, we have hereunto subscribed our names this day of

August 27 2010.

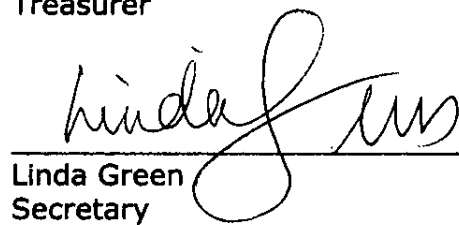
Signatures:



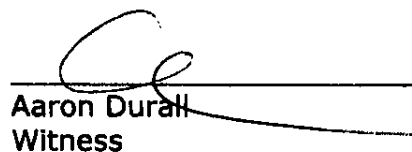
KayAnn Baugh
President



Robert Toney
Treasurer



Linda Green
Secretary



Aaron Dural
Witness

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of **EXCELSIOR ARTZ PREPARATORY SCHOOL, INC** which is contained in the foregoing Articles of Incorporation, and agree to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 27th day of August, 2010.



Aaron Durall, ESQ

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