

# N95000001028

KURT WELLISCH  
(1910 - 1982)  
URSULA METZGER  
PAUL R. STANTON

REPLY TO  
MIAMI ☐  
OKEECHOBEE ☐

REF TO FILE NO

ATTORNEYS AT LAW

8603 SOUTH DIXIE HIGHWAY  
SUITE 207  
MIAMI, FL 33143  
PHONES  
(305) 862-8830 / 862-8878  
FAX (305) 862-8761

509 S W 2nd AVENUE  
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PHONE (813) 763-4133  
FAX (813) 763-9835

February 27, 1995

Secretary of State  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Wonder Education, Inc.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for the above corporation. Please file the same. Also enclosed is a check in the amount of \$122.50, which covers the following:

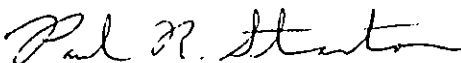
Filing fee	\$ 35.00
Certified Copy	52.50
Registered Agent fee	<u>35.00</u>
	\$122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR -2 AM 9:53

Please return one conformed set of the Articles, together with the Charter, to our office.

Thank you for your cooperation in this matter.

Sincerely,



Paul R. Stanton

/jc  
Enclosures

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1111 1111 1111

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAR -2 AM 9:53

ARTICLES OF INCORPORATION  
OF  
WONDER EDUCATION, INC.  
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation shall be:

WONDER EDUCATION, INC.

The address of the principal office of the corporation shall be 2105 Brickell Avenue, Suite 124, Miami, Florida 33129 and the mailing address of the corporation shall be 2105 Brickell Avenue, Suite 124, Miami, Florida 33129.

ARTICLE II

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is to enhance education in Florida by stimulation of a child's natural desire to learn, through promoting education programs for students designed with the philosophy of learning through play.

### ARTICLE III

The manner in which the directors are to be elected or appointed is as set forth in the bylaws.

### ARTICLE IV

The name and addresses of the initial officers of the corporation who hold office for the first year of the corporation, or until their successors are elected or appointed are:

Scott J. Luongo President	2105 Brickell Avenue, Suite 124 Miami, Florida 33129
Dan Montessi Secretary/Treasurer	2105 Brickell Avenue, Suite 124 Miami, Florida 33129

### ARTICLE V

The name and address of the incorporator of these Articles is:

Scott J. Luongo  
2105 Brickell Avenue, Suite 124  
Miami, Florida 33129

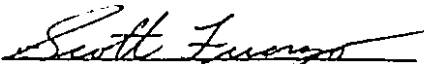
### ARTICLE VI

This corporation is to exist perpetually.

### ARTICLE VII

The street address of the initial registered office of the corporation shall be 2105 Brickell Avenue, Suite 124, Miami, Florida 33129, and the name of the initial registered agent of the corporation at that address is Scott J. Luongo.

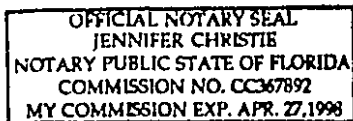
IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 23 day of February, 1995.


  
Scott J. Luongo, Incorporator

STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared SCOTT J. LUONGO known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of February, 1995.



  
Notary Public, State of Florida

#### REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts his appointment as Registered Agent of the corporation.

  
Scott J. Luongo

MAY - 1 - 96 WED 15:53

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N95000001028

5/01/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

3:48 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.  
9400 S DADELAND BLVD  
SUITE 600  
MIAMI FL 33156-

CONTACT: MARY W KURLANSIK  
PHONE: (305) 670-0201  
FAX: (305) 670-6152

((H96000006188))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: WONDER EDUCATION, INC.

FAX AUDIT NUMBER: H96000006188

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/01/1996

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((H96000006188))

*Change - made  
funda*

FLORIDA DIVISION OF CORPORATIONS

96 MAY - 2 AM 8:20

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FILED  
MAY 2 1996  
TALLAHASSEE, FL

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF

WONDER EDUCATION, INC.

By unanimous vote of the Board of Directors of Wonder Education, Inc., a Florida not for profit corporation, originally incorporated on March 2, 1995, Document Number N95000001028, said Corporation does hereby, pursuant to Florida Statutes, Sections 617.1002 and 617.1006, amend the existing Articles of Incorporation, in the following respect:

ARTICLE II is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE II

The purposes for which the corporation is organized shall be as follows:

1. To enhance education in Florida by stimulation of a child's natural desire to learn, through promoting education programs for students designed with the philosophy of learning through play; and
2. For any charitable, scientific, or educational purpose which is useful or helpful to those purposes.

In order to carry out the foregoing purposes, the organization shall have the power to purchase, lease, or otherwise acquire, and to sell, mortgage or lease real property, improved or unimproved, or any interest therein in the State of Florida, or in any other state or territory of the United States of America, or in foreign countries, to the extent necessary or desirable for the corporate enterprises. This corporation shall

This instrument prepared by:  
Joseph Barry Schimmel, Esquire - FBN 989533  
Cohen, Chase, Hoffinan & Trautman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33131  
(305) 670-0201

have the power to borrow money and from time to time make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchanges and other obligations of the corporation for monies borrowed or for payment for property acquired, or for property acquired, or for any of the other uses, objects or purposes of the corporation or its business, and to secure the payments of such obligations by mortgage, pledge, endeavor, agreement or other instruments of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situate, whether now owned or hereafter to be acquired.

The foregoing clauses shall be considered both objects and purposes and it is hereby expressly provided that the foregoing statements of the specific objects and purposes shall not be held to limit and restrict in any manner the powers of this corporation, but that this corporation shall be entitled to enjoy the powers that scientific, educational, and charitable non-profit corporations may have, under and by virtue of the laws of the State of Florida.

The following provisions are inserted immediately following ARTICLE VII thereof:

#### ARTICLE VIII

Notwithstanding any other provision of these articles, the corporation is organized for purposes which are exclusively religious, charitable, scientific, literary and educational, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Code.

#### ARTICLE IX

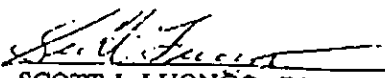
No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

#### ARTICLE X

Upon the dissolution of the corporation, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or to such organizations as shall qualify under section 501(c)(3) of the Code. 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 organization is then located, exclusively for such purposes.

This corporation has no members and the foregoing Amendment was adopted by the Board of Directors of this corporation, by a Special Corporate Consent, on the 29th day of April, 1996.

Dated at Miami, Florida, this 29th day of April, 1996.

  
SCOTT J. LUONGO, Director

  
DAN MONTESSI, Director