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PROVIDING
TELECOMMUNICATIONS SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-421-1181
N950002992

ACCOUNT NO. : 072100000032

REFERENCE : 624224 80404A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 21, 1995

ORDER TIME : 11:26 AM

ORDER NO. : 624224

500001521015

CUSTOMER NO: 80404A

CUSTOMER: Mr. Roger C. Lambert
ROGER C. LAMBERT, ESQUIRE

Suite 205
1155 U.S. Highway 1
Juno Beach, FL 33408

DOMESTIC FILING

NAME: THORPE ACADEMY, INC.

FILED
95 JUN 22 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUN 23 1995

ARTICLES OF INCORPORATION
OF
THORPE ACADEMY, INC.
A NONPROFIT CORPORATION

FILED
95 JUN 22 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

THORPE ACADEMY, INC.

The address of the principal office of this corporation shall be 202 Natchez Trace, Royal Palm Beach, Florida 33411, and the mailing address of the corporation shall be th same.

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 a school for presenting formal instruction in grades 7 through 12 on a racially non-discriminatory basis.

ARTICLE III.

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

ARTICLE IV.

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

James W. Cook Dir.	202 Natchez Trace Royal Palm Beach, Florida 33411
Jack Yount Dir.	1030 U.S. Highway 1, #112 North Palm Beach, Florida 33408
Keith Lyndaker Dir.	State Street Lowville, New York

ARTICLE VII.

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

IN WITNESS THEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 22, 1995.

Corporation Service Company

By: _____

Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____

Gail Shelby
Its Agent, Gail Shelby

CLD/dks