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LAW OFFICES OF  
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GENERAL PRACTICE  
CRIMINAL LAW  
FAMILY LAW

PLEASE REPLY TO:  
330 CLEMATIN STREET, 217  
WEST PALM BEACH, FL 33401

May 8, 1996

Corporate Records Branch  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/14/96--01043--010  
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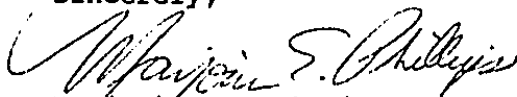
Dear Sir or Madam,

Please find enclosed an original and one copy of the Articles of Incorporation of LIVING CLASSROOMS OF FLORIDA, INC. You will also find enclosed a check in the amount of ONE HUNDRED TWENTY-TWO & 50/100 DOLLARS (\$122.50) to cover the filing of the corporation, designation of registered agent and furnishing a certified copy of the Articles after filing to this office.

Please mail the certified copy of the Articles of Incorporation to:

Brian McDonnell, Esquire at the above address.

Sincerely,



Marjorie E. Phillips  
Legal Assistant to  
Brian M. McDonnell

Enc. 3

FILED  
96 MAY 13 AM 10:11  
SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

BROWN MAY 20 1996

ARTICLES OF INCORPORATION

OF

LIVING CLASSROOMS OF FLORIDA, INC.

The undersigned, acting as Incorporators of a Florida not-for-profit corporation (the "Corporation"), organized under the laws of the State of Florida as contained in the "Florida Non-Profit Corporation Act", Chapter 617 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the said non-profit Corporation:

1. The name of the Corporation is LIVING CLASSROOMS OF FLORIDA, INC.
2. The Corporation shall have perpetual existence.
3. The general purpose or purposes for which the Corporation is initially organized is, but not limited to, the following:

A. To receive and to administer funds and to operate exclusively for religious, charitable, scientific, cultural, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.

4. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors shall be exercised or performed to such extent and by such person or persons as shall be provided by the Directors. The number of directors constituting the initial Board of Directors shall be three (3). The manner in which the directors are appointed may be as stated in the By-Laws.

5. The names and addresses of the persons serving as Directors until their successors shall be elected and qualified are:

CHRISTOPHER J. O'BRIEN  
3450 NORTHLAKE BLVD, STE 212  
LAKE PARK, FLORIDA 33403

TRACY E. GREENE  
3450 NORTHLAKE BLVD, 212  
LAKE PARK, FLORIDA 33403

GRETIA CURRY  
3450 NORTHLAKE BLVD, SUITE 212  
LAKE PARK, FLORIDA 33403

6. The names and addresses of the Incorporators are:

CHRISTOPHER J. O'BRIEN  
3450 NORTHLAKE BLVD, STE 212  
LAKE PARK, FLORIDA 33403

TRACY E. GREENE  
3450 NORTHLAKE BLVD, 212  
LAKE PARK, FLORIDA 33403

GRETIA CURRY  
3450 NORTHLAKE BLVD, SUITE 212  
LAKE PARK, FLORIDA 33403

7. The principal office of the corporation and its mailing address are: 3450 NORTHLAKE BLVD, STE 212, LAKE PARK, FLORIDA 33403

8. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. These Articles of Incorporation may be amended at any time by a vote of the majority of the Board of Directors at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose.

9. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

10. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

11. The address of the initial registered office of the corporation is:

3450 NORTHLAKE BOULEVARD, SUITE 212  
LAKE PARK, FLORIDA 33403

12. The registered agent at that address is:

CHRISTOPHER J. O'BRIEN

13. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 Three 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.

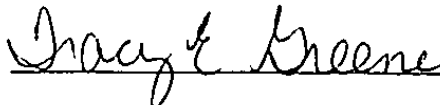
Notwithstanding any of the provision of these articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code or, shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

14. The assets of this corporation are irrevocably and permanently dedicated to educational purposes. Upon the dissolution of the corporation, its assets shall be distributed to one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code; or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 such court shall determine, that are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned have this 19th day of April, 1996, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Christopher J. O'Brien, Incorporator



Tracy E. Greene, Incorporator

Gretta Curry

Gretta Curry, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as registered agent of the aforesaid corporation. Said agent is familiar with and accepts the obligations of the Florida Statutes, Chapter 617.

Christopher J. O'Brien

Christopher J. O'Brien, Registered

Agent

STATE OF FLORIDA,  
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned, a Notary Public, personally appeared Christopher J. O'Brien, who identified himself to me by his Florida Driver's license number 0165-110-47-303-0, being the Incorporator named in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.

Marguerite E. Phillips

Notary Public

4-19-96

Date



MARGUERITE E. PHILLIPS  
COMMISSION # CC 468203  
EXPIRES MAY 14, 1996  
BONDED WITH  
ATLANTIC BONDING CO., INC.

My commission expires: 5-14-96

STATE OF FLORIDA  
COUNTY OF PALM BEACH,

BEFORE ME, the undersigned, a Notary Public, personally appeared Tracy E. Greene, who identified herself to me by her Florida Driver's license number G650805646640, being the Incorporator named in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the

uses and purposes therein mentioned and set forth. She did not take an oath.

*Margorie E. Phillips*

\_\_\_\_\_  
Notary Public

4-19-96  
Date

My commission expires: 5-14-99

[SEAL]



MARGORIE E. PHILLIPS  
COMMISSION # CG 408208  
EXPIRES MAY 14, 1999  
BONDED WITH  
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA  
COUNTY OF PALM BEACH,

BEFORE ME, the undersigned, a Notary Public, personally appeared Gretta Curry, who identified herself to me by her Florida Driver's license number C600553489090, being the Incorporator named in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth. She did not take an oath.

*Margorie E. Phillips*

\_\_\_\_\_  
Notary Public

4-19-96  
Date

My commission expires: 5-14-99

[SEAL]



MARGORIE E. PHILLIPS  
COMMISSION # CG 408208  
EXPIRES MAY 14, 1999  
BONDED WITH  
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC  
11:01 AM 5/14/99  
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