

N96000004803

CAPITAL CONNECTION, INC.

417 N. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Acts II Educational
Corporation, Inc.

	C.O. FEE.	DISBURSED
<input type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Filiofilous Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

SEP 18 1996
 09/18/96-DT008-DLT
 ***122.50 ***122.50

96 SEP 18 AM 9:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

96 SEP 18 AM 9:06
 DIVISION OF CORPORATION

RECEIVED

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY AAH

WALK-IN 9/18 1200 AAH 9/18
 Will Pick Up

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
ACTS II EDUCATIONAL CORPORATION, INC.
A CORPORATION NOT FOR PROFIT**

**FILED
96 SEP 18 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned, a person of the State of Florida, being competent to contract, hereby form this corporation not for profit under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is ACTS II EDUCATIONAL CORPORATION, INC., with its principal place of business located at 1900 Summit Towers Blvd., Suite 230, Orlando, Florida 32808.

ARTICLE II - PURPOSE

The general nature, object and purpose of this corporation is as follows:

A. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. To engage in any lawful business or activities relating thereto and to engage in any lawful act or activities for which corporations may be organized under the laws of Florida related to corporations not for profit.

C. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt

from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions 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.

ARTICLE III - MEMBERSHIP

This corporation shall have no members.

ARTICLE IV - TERM

This corporation shall exist perpetually or until dissolved by due process of law, commencing September 18, 1996.

ARTICLE V - INCORPORATOR

The name and place of residence of the original incorporator and subscriber to these Articles of Incorporation is as follows:

Claud Bowers
477 Pickford Point
Longwood, FL 32779

ARTICLE VI - INITIAL OFFICERS AND DIRECTORS

The name and residence address of the officers and directors who are to manage all the affairs of the corporation which they respectively hold until their successors are elected and qualified is as follows:

Claud Bowers - President/Director
477 Pickford Point
Longwood, FL 32779

Jerome Varnum - Vice President/Director
8875 E. State Hwy. 52
Webb, AL 36376

Gary Waddell - Secretary/Treasurer/Director
823 Apple Tree Street
Dothan, AL 36301

The directors of the corporation shall be elected as provided in the Bylaws.

ARTICLE VII - BYLAWS

The Bylaws of this corporation are to be made, altered or rescinded by a majority of the Board of Directors present and voting at a properly called business meeting of the corporation.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by the Bylaws. Every amendment must first be approved by the official Board of Directors.

ARTICLE IX - REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and registered office of this corporation not for profit shall be Claud Bowers, 1900 Summit Towers Blvd., Suite 230, Orlando, Florida 32808.

X - NONPROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, directors 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 II hereof. This corporation shall be authorized to exercise the powers permitted to corporations under Chapter 617 of the Florida Statutes; provided, however, that when this corporation is exercising any one or more of such powers, it shall do so in furtherance of the exempt purpose for which it has organized as described in Section 501(c)(3) of the Internal Revenue Code or any amendment thereto.

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.

XI - POWERS

In order to promote the purposes of this corporation, it may acquire by grant, gift, purchase, devise or bequest and hold and dispose of such property as the corporation shall require for the benefit of the corporation and not for pecuniary profit.

XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption upon Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for public purpose and none of the assets will be distributed to any board member, officer, or trustee of this organization. Any of such assets not so disposed shall be disposed of by the Circuit Court of the Ninth Judicial Circuit of Florida, in and for Orange County, exclusively for such purposes or

to such organization or organizations as said court shall determine which are organized and operated for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber/incorporator has executed these Articles of Incorporation this 17th day of September, 1996.


Claud Bowers
President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Claud Bowers ☒ who is personally known to me or () who has produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose expressed therein.

Sworn to and subscribed before me this 17th day of September, 1996, in the county and state aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



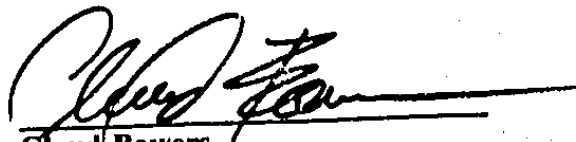
SHARON OAKES
My Commission CC450009
Expires Apr. 26, 1999
Bonded by ANB
000-062-8878

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 SEP 18 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

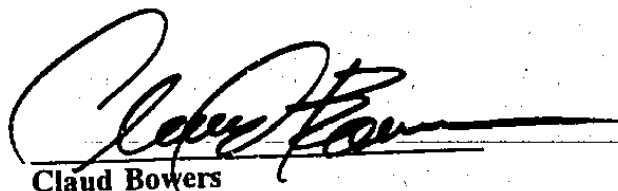
1. The name of the corporation is: ACTS II EDUCATIONAL CORPORATION, INC.
2. The name and address of the registered agent is: Claud Bowers, 1900 Summit Towers Blvd., Suite 230, Orlando, FL 32808.



Claud Bowers
Title: President

Date: 9-17-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



Claud Bowers

DATE: 9-17-96