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REFERENCE : 702387 4327988

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : February 11, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 702387-005

CUSTOMER NO: 4327968

500002427595--5

CUSTOMER: Jeffrey S. Raynor, Esq
JEFFREY S. RAYNOR, P.A.

Suite 304
14155 U.s. Highway 1
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: REGIONAL INDEPENDENT
SECONDARY SCHOOL INC.

EFFECTIVE DATE:

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: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 12:55

RECEIVED
98 FEB 11 PM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF

REGIONAL INDEPENDENT SECONDARY SCHOOL INC.
(A Florida Corporation Not For Profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 12:55

The undersigned, being a natural person(s), do(es) hereby fact as incorporator(s) in adopting the following Articles of Incorporation for the purpose of organizing a corporation not for profit pursuant to the provisions of the Florida Not For Profit Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is REGIONAL INDEPENDENT SECONDARY SCHOOL INC. The mailing address and principal office of the corporation shall be 3601 S.E. Ocean Boulevard, Suite 201, Stuart, FL 34996.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including to organize, establish, finance, own, conduct, maintain, operate and perpetuate a non-profit independent secondary school, and to engage in any lawful activity which may be necessary or appropriate in furtherance of the foregoing purposes. The corporation shall have all of the powers conferred upon corporations under the Florida Not For Profit Corporation Act, as the same may be amended, from time to time; provided, however, that the corporation is not empowered to engage in any activity which is not in furtherance of the corporation's foregoing purposes. Furthermore, the corporation shall not engage in any activity which is not permitted to be engaged in by (i) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (ii) a corporation the contributions to which are deductible under Section 170 (c) (2) of the Code or the corresponding provision of any future United States Internal Revenue Law.

FOURTH: The address of the initial registered office of the corporation in the State of Florida is 3601 S.E. Ocean Boulevard, Stuart, Florida 34996, and the name of its initial registered agent at said address is Samia M. Ferraro.

FIFTH: The trustees of the corporation shall be elected in the manner set forth in the by-laws of the corporation. The number of trustees constituting the initial Board of Trustees is six (6). The name and address of each person who is to serve as

a member of the initial Board of Trustees of the corporation are as follows:

Barbara M. Behl	10218 SE Banyan Way Tequesta, FL 33469
Samia M. Ferraro	40 SE St. Lucie Boulevard Stuart, FL 34996
Deborah Martyn	P.O Box 3765 Tequesta, FL 33469
Jeffrey M. Prisco	3702 SE Doubleton Drive Stuart, FL 34997
Jeffrey S. Raynor	14155 U.S. Highway One, Suite 304 Juno Beach, FL 33408-1499
S. Richard Szczepanik	1 River Crest Ct. Stuart, FL 34996

SIXTH: The name and address of each incorporator are as follows:

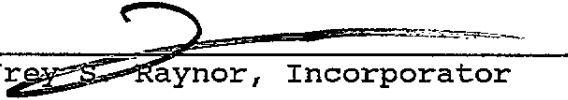
Barbara M. Behl	10218 SE Banyan Way Tequesta, FL 33469
Samia M. Ferraro	40 SE St. Lucie Boulevard Stuart, FL 34996
Deborah Martyn	P.O. Box 3765 Tequesta, FL 33469
Jeffrey M. Prisco	3702 SE Doubleton Drive Stuart, FL 34997
Jeffrey S. Raynor	14155 U.S. Highway One, Suite 304 Juno Beach, FL 33408-1499
S. Richard Szczepanik	1 River Crest Ct. Stuart, FL 34996

SEVENTH: To the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended, from time to time, and in accordance with the provisions of the by-laws adopted from time to time, the corporation shall indemnify any and all persons whom it may indemnify under said provisions from and against any and all of the expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, including any appeal

thereof. Such indemnification shall not be deemed to be exclusive of any other rights to which a person indemnified hereunder may be entitled under the by-laws, or under any agreement, vote of members or disinterested trustees, or otherwise, both as to matters arising by reason of the fact that he or she is or was a trustee, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

EIGHTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on February 10, 1998, at 5:00 P.M., in the Town of Juno Beach, State of Florida.


Jeffrey S. Raynor, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

10th The foregoing instrument was acknowledged before me this day of February, 1998, by JEFFREY S. RAYNOR, who personally appeared before me, and who is personally known to me or (if not personally known to me) who has produced his Florida Driver License as identification.

NOTARY PUBLIC:



Jane N Klein
My Commission CC588924
Expires Sep. 29, 2000

Jane N. Klein

Sign Above and Print Name

Here: _____

Notary Public - State of Florida

Commission Expiration Date: _____

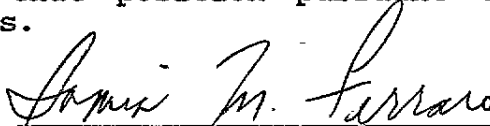
Commission Number: _____

[Seal, if any]

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 11 PM 12:55

Having been named to accept service of process for the aforesaid corporation at the place designated in the foregoing Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501 (3), Florida Statutes.



Samia M. Ferraro

Date: February 6, 1998