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FLORIDA EDUCATION SPECIALISTS, INC.
240 South Highland Street
Mount Dora, FL 32757
(352) 383-6438

FILED
00 MAY 15 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 2000

Division of Corporations
Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

200003253542--7
-05/15/00-01172-012
*****78.75 *****78.75

Re: Articles of Incorporation for Florida Education Specialists, Inc.

Dear Secretary of State:

Enclosed, please find the Articles of Incorporation for the above referenced corporation. Also enclosed, please find check # 6796 in the sum of \$ 78.75 which represents the filing fee and the certified copy of the Articles. If you have any questions, please contact me at (352) 383-6438.

Thank you for your help in this matter.

Very truly yours,

Michell Middleton

Enclosures

D. BROWN MAY 18 2000

ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATION SPECIALISTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Florida Education Specialists, Inc.

ARTICLE II - NATURE OF THE BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

General purpose of the corporation is to do all things allowed under Florida General Corporate Statute.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value

to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be 240 South Highland Street, Mount Dora, Florida 32757. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Name:	J.C. Bookman
Address:	12968 Buckland Court
City, State, Zip:	Wellington, FL 33414

Name:	Blaine G. Vermeulen
	621 Old Eustis Road
	Mount Dora, FL 32757

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefor are as follows:

NAME	ADDRESS	SHARES	AMOUNT
J.C. Bookman	12968 Buckland Court Wellington, FL 33414	250	\$250.00
Blaine G. Vermeulen	621 Old Eustis Road Mount Dora, FL 32757	250	\$250.00

ARTICLE X - REGISTERED AGENT

The registered agent of this corporation shall be Blaine G. Vermeulen at 621 Old Eustis Road, Mount Dora, FL 32757.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 8th of May, 2000.


Blaine G. Vermeulen
Incorporator

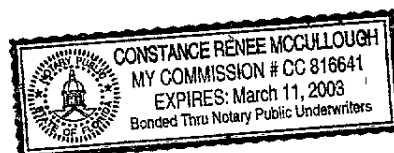
STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 8th day of May, 2000 by Blaine G. Vermeulen who personally known to me or who has produced as identification and who did (did not) take an oath.


Notary Public:

My Commission Expires: 03-11-03

This instrument prepared by:
Harlow C. Middleton
699 East Fifth Avenue
Mount Dora, Florida 32757
(352) 383-8105
Florida Bar No. 0105197



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OR
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--That Florida Education Specialists, Inc. desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business at the City of Mount
Dora, State of Florida, has named Blaine G. Vermeulen, located at 621 Old Eustis Road,
City of Mount Dora, State of Florida, as its Agent to accept service of process within
Florida.

SIGNATURE: 
(CORPORATE OFFICE)

TITLE: Vice President

DATE: May 8, 2000

Having been named to accept service of process for the above stated corporation, at
the place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all Statutes relative to the proper and complete
performance of my duties.

SIGNATURE: 
Blaine G. Vermeulen

DATE: May 8, 2000

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CLERK OF STATE
TALLAHASSEE, FLORIDA