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Jeffrey M. Collins, P.A.
Attorney at Law
410 Ware Boulevard, Suite 700
Tampa, Florida 33619

(813) 246-4377 Fax (813) 246-4477

August 28, 2000

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

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-08/31/00--01109--001
*****70.00 *****70.00

Re: The Brandon Montessori School

To Whom It May Concern:

Enclosed the original and one (1) copy of the articles of incorporation and a check for Seventy Dollars (\$70.00)

From: The Brandon Montessori School
5307 Cottonwood Tree Circle
Valrico, FL 33594
(813) 661-4699

Please certify the copy of the articles and return it to us.

Yours very truly,

JEFFREY M. COLLINS, P.A.


Jeffrey M. Collins, Esq.

JMC/ppc
encls.

Brandi GAVE
AUTHORIZATION BY PHONE TO
CORRECT ending to be Inc.
DATE 9-6-00
DOC. EXAM J. Bay

FILED
00 AUG 31 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION OF THE BRANDON MONTESSORI SCHOOL INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is The Brandon Montessori School Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 5307 Cottonwood Tree Circle, Valrico, Florida 33594.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of operating a private school.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the incorporation is authorized to issue is 10. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5307 Cottonwood Tree Circle, Valrico, Florida, 33594, and the name of its initial registered agent is Hemant Rustogi.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Hemant Rustogi - 5307 Cottonwood Tree Circle
Valrico, FL 33594

Rohini Rustogi - 5307 Cottonwood Treet Circle
Valrico, FL 33594

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

Hemant Rustogi - 5307 Cottonwood Tree Circle
Valrico, FL 33594

Rohini Rustogi - 5307 Cottonwood Tree Circle
Valrico, FL 33594

Executed by the undersigned at VALRICO on August 30th, 2000.
2000.

Signatures of Incorporators

Hemant Rustogi
Rohini Rustogi

STATE OF FLORIDA

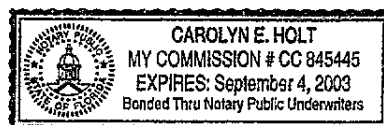
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on
AUGUST 30, 2000 by HEMANT RUSTOGI & ROHINI RUSTOGI

Carolyn E Holt
Notary Public

Carolyn E Holt
Printed name of Notary

My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

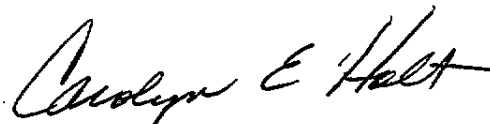
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Brandon Montessori School Inc.
2. The name and address of the registered agent is:

Hemant Rustogi
5307 Cottonwood Tree Circle
Valrico, FL 33594

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.


Hemant Rustogi





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TALLAHASSEE, FLORIDA