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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)922-4001

## From:

Account Name : CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850)224-8870  
Fax Number : (850)222-1222

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FLORIDA PROFIT CORPORATION OR P.A.

UPSCALE TUTORING, INC.

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**ARTICLES OF INCORPORATION**  
**OF**

**UPSCALE TUTORING, INC.**

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TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **UPSCALE TUTORING, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is **229 Katherine Boulevard, Apt #3304, Palm Harbor, FL 34684.**

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

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#### ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is George Zadorozny, 229 Katherine Boulevard, Apt. #3304, Palm Harbor, FL 34684.

#### ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is

George Zadorozny

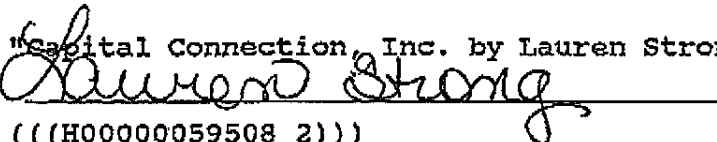
229 Katherine Boulevard, Apt. #3304, Palm Harbor, FL 34684.

#### ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 13th day of November, 2000.

Capital Connection, Inc. by Lauren Strong, Client Representative"



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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: UPSCALE TUTORING  
INC.
2. The name and street address of the registered agent and office is: GEORGE ZADORDENY  
229 KATHERINE BOULEVARD, APT. # 3304  
PALM HARBOR, FL 34684

HAVE 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.

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