

**P010000008871**

**NEILSON AND ASSOCIATES  
ATTORNEYS AT LAW**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FIRM ADMINISTRATOR  
JENEANE M. WARNER

REPLY TO ORLANDO

January 19, 2001

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

100003562811--3  
-01/22/01--01103--006  
\*\*\*\*\*92.50 \*\*\*\*\*87.50

**Re: Articles of Incorporation**

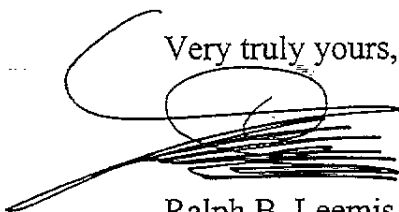
Dear Sir/Madam:

Enclosed are Articles of Incorporations for:

1. The National Association of Private Educators, Inc.; and
2. Private Educators, Inc.

We also enclose two checks made payable to the Florida Department of State, in the amount of \$92.50, one for each of the corporations. This amount is for filing fees, certificates of status and certified copies. Please advise if you have any further question regarding these documents. Thank you.

Very truly yours,



Ralph B. Leemis

RBL/nl

Enclosures

cc: Dr. Mayfield (w/enclosures)

*Handwritten note:* RBL 1/24/01 ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**PRIVATE EDUCATORS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

**ARTICLE I**

Name

The name of the Corporation is Private Educators, Inc.

**ARTICLE II**

Principal Place of Business and Mailing Address of Corporation

The principal place of business and the mailing address of the Corporation shall be 2457 A South Hiawasse Road, #161, Orlando, Florida, 32835-9998.

**ARTICLE III**

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

## ARTICLE IV

### Capital Stock

#### A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated as "Common Stock."

#### B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record shareholder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

#### C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

## ARTICLE V

### Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of two directors. The names and street addresses of the directors of this Corporation are:

J. Robert Mayfield  
2457A South Hiawassee Road, PMB 161  
Orlando, Florida 32835

Lida Kendrick Mayfield  
2457A South Hiawassee Road, PMB 161  
Orlando, Florida 32835

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number be less than one.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The initial registered office of this Corporation shall be located at 2457 A South Hiawasse Road, #161, Orlando, Florida, 32835-9998, and the initial registered agent of the Corporation at that address shall be J. Robert Mayfield.

The Corporation may change its registered office or its registered agent by either filing under 607.0502(1), *Florida Statutes*, or making the change on the Corporation's annual report to the Florida Department of State, without any additional fee, under 607.0502(4), *Florida Statutes*, noting that all successor agents must provide the Florida Department of State with written consent to their appointment. The Corporation may change the business address of its registered agent after notification to the Corporation and by filing a statement of change of the registered office with the Florida Department of State under 607.0502(2),(3), *Florida Statutes*.

## **ARTICLE VII**

### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

J. Robert Mayfield  
11393 Willow Gardens Drive  
Windermere, FL 34786

## **ARTICLE VII**

### **Commencement of Corporate Existence**

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend, or repeal the bylaws shall be vested in the Board of Directors.

## ARTICLE IX

### Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The Corporation may amend its Articles of Incorporation by filing Articles of Amendment to Articles of Incorporation with the Florida Department of State in compliance with 607.1006, *Florida Statutes*.

## ARTICLE X

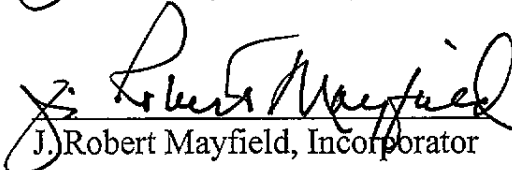
### Headings and Captions

The headings and captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

*Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
J. Robert Mayfield, Registered Agent

1-19-01  
Date

  
J. Robert Mayfield, Incorporator

1-19-01  
Date

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01 JAN 22 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA