

P01000023539  
FILED

Marybeth Acuna  
14670 S.W. 150<sup>th</sup> Street  
Miami, Florida 33186  
305-254-2548 (H)  
305-371-5758 (w)

01 MAR -2 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 28, 2001

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Highest Learning Co.** - Articles of Incorporation

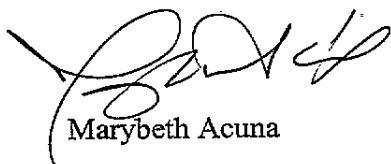
700003796617--G  
-03/02/01--01035--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find the original Articles of Incorporation for the above proposed corporation for filing with the Secretary of State. In addition, I have enclosed a copy of said articles with a self-addressed stamped envelope so that once these documents are filed you can return a copy to us. \*

Should you have any questions regarding this matter, please do not hesitate to call me. Thank you in advance for your prompt attention to this matter.

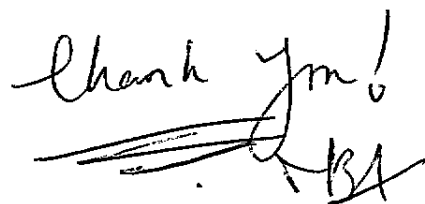
Very truly yours,

  
Marybeth Acuna

/ma

Enclosures

-- I have enclosed a  
money order for \$78.75  
which covers your fee in  
this matter.

Thank you!  


Done  
3/7/01  
6✓

**FILED**

01 MAR -2 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**HIGHEST LEARNING CO.**

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

**ARTICLE I - NAME**

The name of this corporation is HIGHEST LEARNING CO.

**ARTICLE II - NATURE OF BUSINESS**

The general nature of business to be transacted by this corporation shall be to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, cooperative association, state fair or exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

**ARTICLE III - POWERS**

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgage, stock, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;
2. To sue and to be sued and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;
3. To adopt and use a common corporate seal and alter the same;
4. To appoint such officers, agents, and employees as its affairs shall require and allow them suitable compensation;
5. To make and enter into all contracts necessary and proper for the conduct of its business;
6. To purchase the corporate assets of any other corporation;
7. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;
8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock or any bonds or other evidences of indebtedness created by any other corporation of this State or any other State or Government; while owner of such stock to

exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

9. To purchase, hold, sell, and transfer shares of its own capital stock or any of its own capital stock, but it cannot purchase of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding stock for the purposes of any stockholders' quorum or vote;
10. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon. Issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments or encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient. To transfer corporate property of every kind and nature belonging to the corporation, as security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the corporation.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be ONE HUNDRED shares of common stock having a par value of ONE AND NO/100 DOLLAR(S) (\$1.00).

The capital stock may be paid for in property, labor, or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such a purpose, or at the organizational meeting.

Property, labor, or services may also be purchased or paid for with the capital stock or just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than ONE HUNDRED AND NO/100 DOLLARS (\$100.00).

#### ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation shall be 11307 S.W. 200<sup>th</sup> Street, Unit 212-B, Miami, Florida 33157.

#### ARTICLE VIII - DIRECTORS

This Corporation shall have six (6) Directors initially. The number of Directors may be increased or diminished from time to time, pursuant to the by-laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rubylee Spann	11307 S.W. 200 <sup>th</sup> Street, Unit 212-B Miami, Florida 33157
Norman H. Terrelonge	11307 S.W. 200 <sup>th</sup> Street, Unit 212-B Miami, Florida 33157
Fitzwarren Appleby	11307 S.W. 200 <sup>th</sup> Street, Unit 212-B Miami, Florida 33157
Delroy Appleby	14705 S.W. 116 <sup>th</sup> Avenue Miami, Florida 33156
Raju Suvanwon	21340 S.W. 101 <sup>st</sup> Avenue Miami, Florida 33189
Marybeth Acuna	14670 S.W. 150 <sup>th</sup> Street Miami, Florida 33186

#### ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock they agree to take, and the value of the consideration therefore are as follows:

<u>NAMES:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>	<u>VALUE:</u>
Rubylee Spann	11307 S.W. 200 <sup>th</sup> Street Unit 212-B Miami, Florida 33157	25	\$25.00
Norman H. Terrelonge	11307 S.W. 200 <sup>th</sup> Street Unit 212-B Miami, Florida 33157	25	\$25.00
Fitzwarren Appleby	11307 S.W. 200 <sup>th</sup> Street Unit 212-B Miami, Florida 33157	25	\$25.00
Marybeth Acuna	14670 S.W. 150 <sup>th</sup> Street Miami, Florida 33186	25	\$25.00

#### ARTICLE XI - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or appointed and shall have qualified are as follows:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
Rubylee Spann	President	11307 S.W. 200 <sup>th</sup> Street, Unit 212-B Miami, Florida 33157
Norman H. Terrelonge	Vice-President	11307 S.W. 200 <sup>th</sup> Street, Unit 212-B Miami, Florida 33157
Marybeth Acuna	Secretary and Treasurer	14670 S.W. 150 <sup>th</sup> Street Miami, Florida 33186

#### ARTICLE XII - REGISTERED AGENT

The Registered Agent of this corporation to accept service of process within this state shall be Rubylee Spann at 11307 S.W. 200<sup>th</sup> Street, Unit 212-B, Miami, Florida 33157.


#### ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by FIFTY ONE PERCENT (51%) of the voting capital stock, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27 day of February, 2001.

  
RUBYLEE SPANN  
PRESIDENT

  
NORMAN H. TERRELONGE  
VICE-PRESIDENT

  
MARYBETH ACUNA  
SECRETARY AND TREASURER

FILED

01 MAR -2 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA           )  
  )SS  
COUNTY OF MIAMI-DADE    )

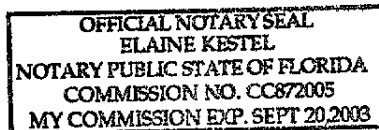
The foregoing instrument was acknowledged before me this 27 day of February, 2001, by Rubylee Spann and Marybeth Acuna, who are personally known to me or ( ) have produced \_\_\_\_\_ as identification, and who did take an oath.



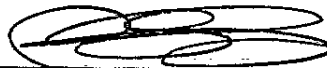
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

**Elaine Kestel**

Notary Seal:



Having been named to accept service for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.



RUBYLEE SPANN  
Registered Agent