

P61000029623

OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ACADEMIC EXCELLENCE EDUCATIONAL
(Corporation Name) (Document #)
2. SERVICES, INC.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 70000322207-9
-03/22/01--01027-014
*****78.75 *****78.75
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2.06 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
01 MAR 22 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 MAR 22 AM 10:11
DIVISION OF CORPORATIONS
Examiner's Initials

ARTICLES OF INCORPORATION

OF

Academic Excellence Educational Services, Inc.

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

FILED
01 MAR 22 PM 12:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE I-NAME

The name of this corporation shall be

Academic Excellence Educational Services, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing

address of this corporation shall be

P.O. Box 27854, Miramar, FL 33027.

ARTICLE III - DURATION

This corporation shall have perpetual existence

commencing on the date of filing of these Articles with the

Secretary of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of

transacting any and all lawful business.

ARTICLE V - SHARES

This corporation is authorized to issue FIVE HUNDRED (500) Shares of ONE DOLLAR (\$1.00) per value common stock, which shall be designated "Common Share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By - Laws of the corporation as the corporation may from time to time make, with a lien at times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which they already hold, shall have the right to purchase their pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is
Alina Breeding, 1841 SW 148 Way, Miramar, FL 33027.

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is

Darrell Duvall, 14856 SW 19 Court, Miramar, Fl 33027.

ARTICLE IX – INITIAL BOARD OF DIRECTORS

This corporation shall have two- (2) directors initially.

The number of directors may be either increased
or diminished from time to time in accordance with the By-
Laws but shall never be less than one. The names and addresses
of the initial directors of this corporation are

Darrell Duvall, 14856 SW 19 Court, Miramar, Fl 33027

and

Alina Breeding, 1841 SW 148 Way, Miramar, Fl 33027

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall
be vested in the Board of Directors and the shareholders.

ARTICLE XI – CUMULATIVE VOTING

At each election for directors, every shareholder entitled
to vote at such election shall have the right to accumulate
their votes by giving one candidate as many votes as the number
of directors to be elected at that time, multiplied by the
number of their shares, or by distributing such votes on the
same principle among any number of such candidates.

ARTICLE XII – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by one
of the following persons or groups:

- A. The Board of Directors
- B. The holders of not less than one-tenth of all
the shares entitled to vote at the meeting.
- C. Such other persons or groups as may be authorized
in the Articles of Incorporation or the By - Laws.

ARTICLE XIII – SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented
in person or by proxy, shall constitute a quorum at a meeting
of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote
on the subject matter shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF

SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation
to any plan of merger shall be required in every case, whether
or not such approval is required by law.

ARTICLE XV – POWERS

This corporation shall have all of the corporate powers enumerated in the
Florida General Corporation Act, as follows:

- A. To have a corporate seal, which may be altered
and used in any manner desired.
- B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use,
and otherwise deal in and with real or personal property of any interest therein, wherever situated.
- C. To sell, convey, mortgage, pledge, create a security interest in,
lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D. To lend money to and use its credit to
assist its officers and employees in accordance with Section 607.141.
- E. To purchase, take, receive, and subscribe for or otherwise acquire,
own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and
otherwise use and deal in and with, shares or other
interests in, or obligations, of other domestic or foreign corporations,
associations, partnerships or individuals or
direct or indirect obligations of the United States or of
any other government, state, territory, governmental
district, or municipality or of any instrumentality thereof.
- F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may
determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage
or pledge of all or any of its property, franchises, and income.
- G. To lend money for its corporate purposes, invest and reinvest its funds,
and take and hold real and personal property as security for the payments of funds so loaned or invested.
- H. To conduct its business, carry on its operations, and have offices and exercise
the powers granted by this act within this state.

I. To elect or appoint officers and agents of
the corporation and define their duties and fix their compensation.

J. To make and alter By-Laws, not inconsistent
with its Articles of Incorporation or with the laws of this
State, for the administration and regulation of the affairs
of the corporation.

K. To make donations for the public welfare or
for charitable, scientific, or educational purposes.

L. To transact any lawful business which the
Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans,
stock options plans and other incentive plans for any or all of its directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporated partner, member, associate,
or manager of the corporation, partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XVI - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum
for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present,
or if a director or directors have abstained from voting because an interest in the matter to
be voted upon, the affirmative vote of a majority of the directors present and voting,
shall be the act of the Board of Directors.

ARTICLE XVII - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors
by means of conference telephone calls as provided by law.

ARTICLE XVIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or director,
or any former officer or director, to the full extent permitted by law.

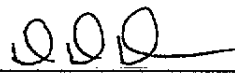
ARTICLE XX - AMENDMENT

This 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 revision.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I
am familiar with and accept the obligations of my position as Registered Agent.



Alina Breeding, Registered Agent

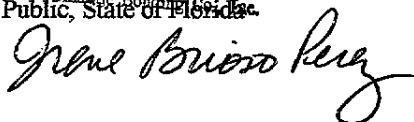

Darrell Duvall, Incorporator

STATE OF FLORIDA
SS:
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above,
personally appeared, known to me and
known by me, to be the individuals who executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this
21st day of March, 2001.


Irene Brioso-Perez
Commission # CC 987124
Expires Dec. 10, 2004
Bonded Three
Notary Public, State of Florida



01 MAR 22 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA