

P01000030932

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000030549 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Leona Hertzendorf (954) 468-7943 Direct
Account Name : HOLLAND & KNIGHT (FT. LAUDERDALE)
Account Number : 075410003271
Phone : (954) 525-1000
Fax Number : (954) 463-2030

01 MAR 27 AM 9:35
DIVISION OF CORPORATIONS
SECRETARY OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

Walden Institute, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

01 MAR 2001
DIVISION OF CORPORATIONS
H01000030549 9
AM 9:35

**ARTICLES OF INCORPORATION
OF
WALDEN INSTITUTE, INC.**

The undersigned, acting as Incorporator of Walden Institute, Inc., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is WALDEN INSTITUTE, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 24311 Walden Center Drive, Bonita Springs, Florida 34134.

ARTICLE III

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 24311 Walden Center Drive, Bonita Springs, Florida 34134 and the name of its initial registered agent at such office is Michael A. Rogge.

ARTICLE VI

The name and street address of the Incorporator is:

Name

Address

Timothy C. Leixner

1 East Broward Boulevard
Suite 1300
Fort Lauderdale, FL 33301

The Incorporator of the Corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

H01000030549 9

ARTICLE VII

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26th day of March, 2001.



Timothy C. Leixner, Incorporator

H01000030549 9

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for WALDEN INSTITUTE, INC., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 26th day of March, 2001.

By: 

Name: Michael A. Roggs

Title: Secretary

FTL1 #534229 v1

01 MAR 27 AM 9:35
DIVISION OF CORPORATIONS
SECRETARY OF STATE