

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8670 • 1-800-342-8062 • Fax (850) 222-1222

PO1000033695

700003952547--5
-04/03/01--01009--012
*****78.75 *****78.75

Schank Learning
Consultants, Inc.

- 01 APR -3 PM 1:01
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
- ☒ Art of Inc. File
 - ☐ LTD Partnership File
 - ☐ Foreign Corp. File
 - ☐ L.C. File
 - ☐ Fictitious Name File
 - ☐ Trade/Service Mark
 - ☐ Merger File
 - ☐ Art. of Amend. File
 - ☐ RA Resignation
 - ☐ Dissolution / Withdrawal
 - ☐ Annual Report / Reinstatement
 - ☒ Cert. Copy
 - ☐ Photo Copy
 - ☐ Certificate of Good Standing
 - ☐ Certificate of Status
 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
 - ☐ Officer Search
 - ☐ Fictitious Search
 - ☐ Fictitious Owner Search
 - ☐ Vehicle Search
 - ☐ Driving Record
 - ☐ UCC 1 or 3 File
 - ☐ UCC 11 Search
 - ☐ UCC 11 Retrieval
 - ☐ Courier
- 01 APR -3 AM 10:15
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: DR

Name _____

Date 4-3-01

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
SCHANK LEARNING CONSULTANTS, INC.

01 APR -3 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

The name of the corporation is SCHANK LEARNING CONSULTANTS, INC. The principle office and mailing address is:

166 Everglade Avenue
Palm Beach, FL 33480

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of .10 cents of voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.
1551 Forum Place, Suite 400B
West Palm Beach, FL 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than one (1). The name and address of the person who is to serve as members of the initial Board of Directors is:

Roger C. Schank
166 Everglade Avenue
Palm Beach, FL 33480

ARTICLE VII

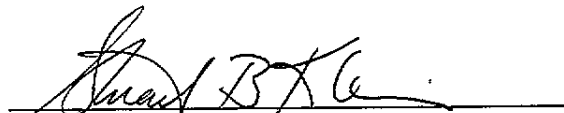
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Stuart B. Klein, Esq.
1551 Forum Place, Suite 400B
West Palm Beach, FL 33401

ARTICLE VIII


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 2nd day of April, 2001.

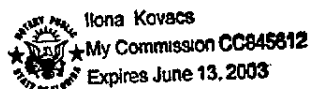

STUART B. KLEIN

STATE OF FLORIDA :
 :ss.
COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public, personally appeared STUART B. KLEIN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 2nd day of April, 2001.



Notary Public
Name: Ilona Kovacs



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SCHANK LEARNING CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq., of 1551 Forum Place, Suite 400B, West Palm Beach, Florida 33401 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 2nd day of April, 2001.


STUART B. KLEIN
Registered Agent

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for SCHANK LEARNING CONSULTANTS, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


Stuart B. Klein

Date: April 2, 2001

FILED
01 APR -3 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA :
:SS.
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of SCHANK LEARNING CONSULTANTS, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 2nd day of April, 2001.



Notary Public
Name: Ilona Kovacs

\\Server\public\Ilona\Corporations\Schank Articles.wpd

