

# KLEIN & NOTO

Attorneys at Law

1551 Forum Place • Suite 400B  
West Palm Beach, Florida 33401

Telephone: (561) 478-1566

Facsimile: (561) 478-9931

Stuart B. Klein, P.A.

Also Admitted in New York &  
E-mail: kleinslaw@aol.com

Michael A. Noto, P.A.

Also Admitted in New York  
E-mail: bigdogarry@aol.com

**P02000004624**

January 4, 2002

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Socratic Arts, Inc.

100004763121--2  
-01/09/02--01056--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To whom it may concern:

Enclosed please find the originals and copies of the following documents:

1. Articles of Incorporation for Socratic Arts, Inc.
2. Designation of Registered Agent.

Also please find a check in the amount of \$ 78.75 for the required filing fees and certified copies. Please return to us certified copies in the enclosed self-addressed stamped envelope.

If there are any questions please do not hesitate to give me a call.

Sincerely,



Camille A. Coolidge

CAC/sh

**FILED**  
02 JAN -9 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

01-15-02  
5

**ARTICLES OF INCORPORATION**  
**OF**  
**SOCRATIC ARTS, INC.**

**FILED**  
02 JAN -9 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of the corporation is SOCRATIC ARTS, 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**

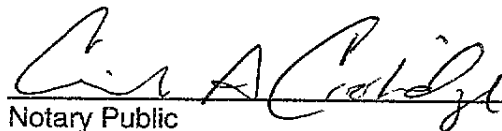
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless 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 4<sup>th</sup> day of January, 2002.

  
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 4<sup>th</sup> day of January, 2002.

  
Notary Public  
Name: \_\_\_\_\_

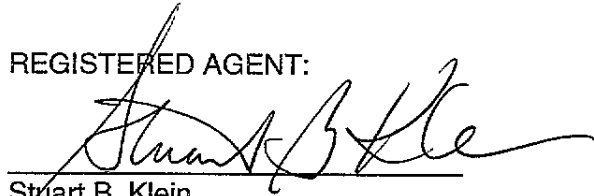


Camille Goolidge  
Commission # CC 882068  
Expires Oct. 24, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for SOCRATIC ARTS, 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:

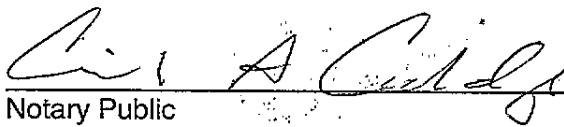
  
Stuart B. Klein

Date: Jan 4, 2002

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 SOCRATIC ARTS, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 4<sup>th</sup> day of January, 2002.

  
Notary Public  
Name: \_\_\_\_\_

E:\Corporations\Socratic Arts Articles.wpd



Camille Coolidge  
Commission # CC 882068  
Expires Oct. 24, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc

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

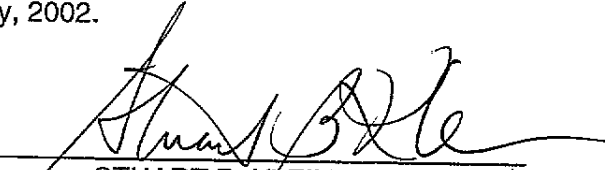
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SOCRATIC ARTS, 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 4<sup>th</sup> day of January, 2002.

  
STUART B. KLEIN  
Registered Agent

02 JAN -9 AH 8:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**