

Charter Number Only

B200032934

Requestor's Name

Address

City

State

ZIP

Phone

(305) 673 9696

CORPORATION(S) NAME

000005138740-5
-03/21/02-01034-003
*****78.75 *****78.75

Caplan Educational Services / "CESI" INC

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership
☒ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready
☒ Walk In

☐ Call If Problem
☐ Will Wait

☒ Pick Up

☐ After 4:30

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

02 MAR 26 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

02 MAR 21 AM 10:40
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

1062-2146



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 2002

EMPIRE

MIAMI, FL

SUBJECT: CAPLAN EDUCATIONAL SERVICES/CESI, INC.
Ref. Number: W02000008146

We have received your document for CAPLAN EDUCATIONAL SERVICES/CESI, INC.. However, the document has not been filed and is being returned for the following:

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 002A00017348

RECEIVED
02 MAR 26 PM 12:04
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

CAPLAN EDUCATIONAL SERVICES, Inc.

FILED
02 MAR 26 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
[CORPORATE NAME]

The name of this corporation is **CAPLAN EDUCATIONAL SERVICES, Inc.**

ARTICLE II
[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III
[NATURE OF BUSINESS & POWERS]

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.

Its initial thrust shall be to fulfill the needs in the private and public sectors of primary and secondary education specifically for the development and honing of the requisite and/or remedial skills necessary for educational institutions and students alike in conjunction with the testing and evaluation therein.

To perform and/or augment evaluation ratings and/or individual skills and proficiencies by utilizing highly specialized teaching professionals presenting a wide array of particularized training, testing and class services within the gamut of overall educational mandated requirements of both public and private school facilities.

To research, organize and secure educational grants, vis-à-vis the formation or utilization of a non-profit organization, through various and sundry sources including but not limited to corporate, private and governmental participation and/or endowments in order to fund provision of those specialized educational services to educational institutions and students alike regardless of their financial status or ability.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ORIGINAL

ARTICLE IV

[PLACE OF BUSINESS]

The principal place of business for this corporation is:

**407 Lincoln Road, Suite 6E
Miami Beach, Florida 33139**

ARTICLE V

[CORPORATE ADDRESS]

The mailing address of this corporation is:

**407 Lincoln Road, Suite 6E
Miami Beach, Florida 33139**

ARTICLE VI

[CAPITAL STOCK]

This corporation is authorized to issue one thousand (1,000) shares of common stock with par value of one dollar (\$1.00) each which shall be designated as "Common Shares".

ARTICLE VII

[PRO-RATA STOCK PARTICIPATION]

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

ARTICLE VIII

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

**Street Address of Initial Registered Office: 407 Lincoln Road, Suite 6E
Miami Beach, Florida 33139**

Name of Initial Registered Office: LAW OFFICES OF GEORGE M. TAVARES

Name of Initial Registered Agent: GEORGE M. TAVARES, JR., ESQ.

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

ARTICLE IX

[INITIAL DIRECTOR]

The name and address of the initial director of this corporation is as follows:

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite 6E
Miami Beach, FL 33139

ARTICLE X

[BOARD OF DIRECTORS]

The corporation shall have one (1) director initially. The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

[INITIAL INCORPORATOR]

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

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite 6E
Miami Beach, FL 33139

ARTICLE XII

[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the Director(s), properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami, Dade County, Florida, this 20th day of March 2002.

Signed:

GEORGE M. TAVARES, JR.

Director & Incorporator

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

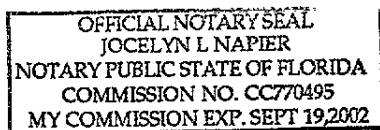
BEFORE ME personally appeared **GEORGE M. TAVARES, JR.**

with knowledge that he is the Incorporator named in the foregoing

Articles of Incorporation and he acknowledged, before me, that

he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 20th day of March, 2002.



NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Print Name: Jocelyn L. Wagner

My commission expires: 9-19-02

Seal:

C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMOCILE 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:

FIRST - THAT CAPLAN EDUCATIONAL SERVICES, Inc.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATED OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE
CITY OF MIAMI, COUNTY OF DADE AND STATE OF FLORIDA, HAS NAMED
GEORGE M. TAVARES, JR., WITH OFFICES LOCATED AT 407 Lincoln Road,
Suite 6-E, CITY OF MIAMI BEACH, COUNTY OF MIAMI-DADE, STATE OF
FLORIDA, 33139, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

**SECOND - HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

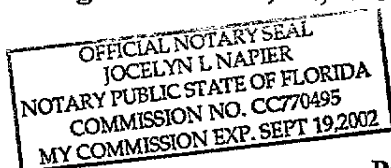
DATED: MIAMI BEACH, FLORIDA
20 MARCH 2002

By:


GEORGE M. TAVARES, JR.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of March
2002, by **George M. Tavares, Jr.**, who is personally known to me and who did take an
oath.




NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name: Jocelyn L. Napier
My commission expires: 9-19-02

Seal:

FILED
02 MAR 26 PM 1:23
CLERK OF STATE
TAMPA FLORIDA