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Please Reply To:

Melbourne/Palm Bay

March 22, 2002

Suntree/Viera Office:
6767 N. Wickham Road, Suite 306
Melbourne, Florida 32940
Telephone: (321) 751-6030
Facsimile: (321) 751-6035

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

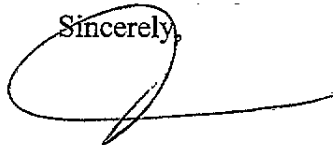
Re: A.B. EDUCATIONAL SERVICES, INC.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with our original filing fee in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,



JACK B. SPIRA

JBS/ses
Encls.

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-04/01/02--01052--020
*****78.75 *****78.75

EFFECTIVE DATE
4-17-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 23 PM 12:44

4-23-02
10:11
W.C.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 8, 2002

JACK B. SPIRA, ESQ.
5205 BABCOCK ST., NE
PALM BAY, FL 32905

SUBJECT: A.B. EDUCATIONAL SERVICES, INC.
Ref. Number: W02000009849

We have received your document for A.B. EDUCATIONAL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 602A00020770

**ARTICLES OF INCORPORATION
OF
A.B. EDUCATIONAL SERVICES, INC.**

SECRET - FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
02 APR 23 PM 12:44

THE UNDERSIGNED, subscriber to these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida; and further agrees to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: A.B. EDUCATIONAL SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

EFFECTIVE DATE
4-17-02

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 2447 N. Wickham Road, Melbourne, Florida 32935.

The name and address of the initial registered agent of this corporation is: Barbara Samra, 2447 N. Wickham Road, Melbourne, Florida 32935.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of the corporation is:

NAME

ADDRESS

Barbara Samra

2447 N. Wickham Road
Melbourne, Florida 32935

ARTICLE VIII

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

NAME

ADDRESS

Barbara Samra

2447 N. Wickham Road
Melbourne, Florida 32935

ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The name of the person who is to serve as officer of the corporation until the first meeting of the Board of Directors is:

President	-	Barbara Samra
Vice President	-	Barbara Samra
Treasurer	-	Barbara Samra

Secretary

-

Barbara Samra

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

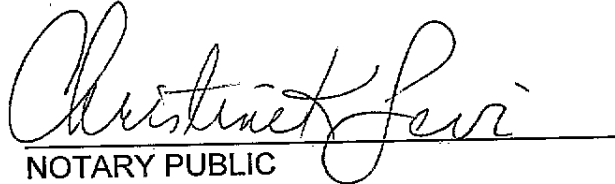
IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this ~~22nd~~ day of ~~March~~, 2002.

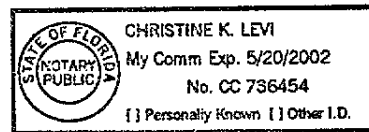
Barbara Samra
Barbara Samra

STATE OF FLORIDA
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, BARBARA SAMRA, who is personally known to me, to me known to be the person described in and executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
this ~~22nd~~ day of ~~March~~, 2002.
17th April


NOTARY PUBLIC



DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent of A.B. Educational Services, Inc.


Barbara Samra

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 APR 23 PM 12:44

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, BARBARA SAMRA, who is personally known to me, to me known to be the person described in and executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this ~~22nd~~ day of ~~March~~, 2002.
17th April


NOTARY PUBLIC

