

PO20000069615

BRUCE COMMITTE, Ph.D.

Attorney at Law
Certified Public Accountant

17 S. Palafox Place, Suite 306
Pensacola, FL 32501-5600

PH 850 439-1999
FX 850 439-1444

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 24 AM 9:46

FILED

June 19, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

400005931334--2
-06/24/02--01071--008
*****78.75 *****78.75

RE: Articles of Incorporation for Smart Schools, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Smart Schools, Inc. for filing with your office.

Also enclosed please find our firm check in the amount of \$78.75 representing filing fee and one certified copy of the Articles of Incorporation. Please forward the certified copy of the Articles to the undersigned.

Thank you for your cooperation in this matter.

Sincerely,



Bruce Committe

BEC/lmc
Enclosures (3)

6/25/02
28 6

ARTICLES OF INCORPORATION

OF

SMART SCHOOLS, INC.

FILED

02 JUN 24 AM 9:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles, each a natural person, competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I - NAME

The name of this corporation shall be SMART SCHOOLS, INC., with a street address and mailing address of 2311 North 12th Avenue, Pensacola, FL 32503.

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida. This corporation shall provide private school education to children kindergarten through 12th grade.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2311 North 12th Avenue, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation is Bruce Committe, Esq. at 17 South Palafox Street, Suite 306, Pensacola, FL 32501.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial directors and the corporate officers are:

NAME	ADDRESS	OFFICE
DiAnne Taylor	4034 Elmcrest Pensacola, FL 32514.	President/Secretary/Director
Barbara Cupit	4914 Ravenswood Ave. Pensacola, FL 32506	Vice President/Treasurer/Director
Lanita Duckworth	111 Hart Drive Pensacola, FL 32503	Director
Jan B. Soelzer	303 Bear Drive Gulf Breeze, FL 32561	Director

ARTICLE VIII - SUBSCRIBERS

The names and residences of the subscribers to these articles of incorporation are:

NAME	ADDRESS
DiAnne Taylor	4034 Elmcrest Pensacola, FL 32514
Barbara Cupit	4914 Ravenswood Ave. Pensacola, FL 32506
Lanita Duckworth	111 Hart Drive Pensacola, FL 32503
Jan B. Soelzer	303 Bear Drive Gulf Breeze, FL 32561

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 X - RESTRICTIONS ON SALE OF STOCK

The Corporation, subject to the priority of the corporation, and the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege or purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege

of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

ARTICLE XI - BYLAWS

The Bylaws of the Corporation are to be made, altered, and rescinded by the Directors of the Corporation.

ARTICLE XII - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.


DIANNE TAYLOR

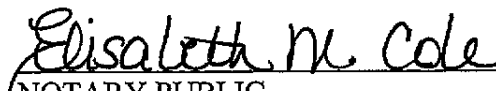
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 19 day of June, 2002, by DiAnne Taylor, President/Director who is known by me, or who produced FL Drivers License as identification, who acknowledged that he subscribed to those Articles.



Elisabeth M. Cole
Commission # CC 789175
Expires DEC. 27, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC
Print: _____
My commission expires: _____

FILED

02 JUN 24 AM 9:46

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is SMART SCHOOLS, INC.
2. The name and address of the registered agent and office is:

BRUCE COMMITTE, ESQ.
17 South Palafox Street, Suite 306
Pensacola, FL 32501

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



BRUCE COMMITTE

Dated: June 19, 2002