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August 12, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: MENTORING EDUCATORS, INC.

Dear Sir or Madam:

800007105198--3
-08/14/02--01030--008
*****78.75 *****78.75

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, together with my check in the amount of \$78.75, for payment of the incorporation fee. Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,


Mitchell S. Goldman

MSG:kje
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 14 AM 11:02

**SE
8/16**

**ARTICLES OF INCORPORATION
OF
MENTORING EDUCATORS, INC.**

FILED
CLERK OF CIRCUIT COURT
02 AUG 14 AM 11:02
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is **MENTORING EDUCATORS, INC.**

**ARTICLE II
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

**ARTICLE V
Initial Registered Office and Agent**

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: Mitchell S. Goldman, Esquire, 96 Willard Street, Cocoa, Florida 32922. The principal office of the corporation is as follows: 214 Tampa Avenue, Indialantic, Florida 32903.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have two director (2) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the initial directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jack Deppner	214 Tampa Avenue Indialantic, Florida 32903
Barbara Deppner	214 Tampa Avenue Indialantic, Florida 32903

ARTICLE VII
Incorporator

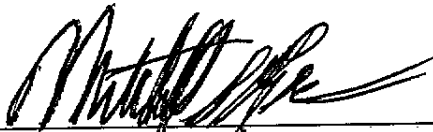
The name and street address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Mitchell S. Goldman, Esquire	96 Willard Street Cocoa, Florida 32922

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

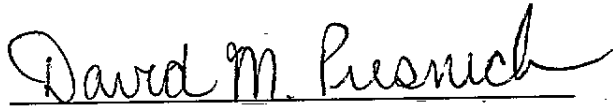
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 8 day of August, 2002.




Mitchell S. Goldman

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8 day of August, 2002, by Mitchell S. Goldman, to me personally known.



NOTARY PUBLIC



DAVID M PRESNICK
MY COMMISSION # CC 767232
EXPIRES: 09/01/2002
1-800-3-NOTARY Fla. Notary Services & Bonding Co.

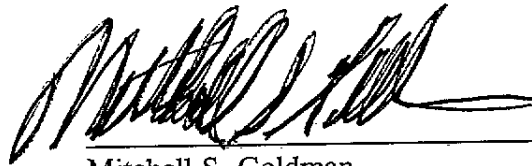
My Commission Expires:

RECEIVED
CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
02 AUG 14 AM 11:02

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

MENTORING EDUCATORS, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Mitchell S. Goldman as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 96 Willard Street, Cocoa, Florida 32922.



Mitchell S. Goldman

DATED: August 8, 2002

Having been named to accept services 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.



Mitchell S. Goldman

DATED: August 8, 2002