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October 2, 2002

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

Re: Kass School Services, Inc.

400008229794--2
-10/07/02--01024--031
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed are:

1. An original and one copy of the Articles of Incorporation of Kass School Services, Inc.
2. A check in the amount of \$78.75 as payment for the filing fees, charter tax, certified copy of the Articles of Incorporation and designation of registered agent.

Please record and file the original Articles of Incorporation and the designation of registered agent. Certify the copy of the Articles and return it to me. I will appreciate your cooperation in this matter.

Sincerely yours,


Mark R. King

MRK:ng

Enclosures

Kass7183.2

FILED
02 OCT -7 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/10/9

ARTICLES OF INCORPORATION
OF
KASS SCHOOL SERVICES, INC.

FILED
02 OCT -7 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME AND MAILING ADDRESS

The name of the corporation is **KASS SCHOOL SERVICES, INC.**, and the corporation's initial mailing address is 143 Villa Di Este Terrace, #105, Lake Mary, Florida 32746.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 143 Villa Di Este Terrace, #105, Lake Mary, Florida 32746, and the name of the initial registered agent of this corporation at that address is **DAVID M. KASS**.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

David M. Kass 143 Villa Di Este Terrace, #105, Lake Mary, Florida 32746.

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: **DAVID M. KASS**, 143 Villa Di Este Terrace, #105, Lake Mary, Florida 32746.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. In order to be effective, every amendment must be approved by the holders of a majority of the stock entitled to vote thereon at a meeting of stockholders called for such purpose, unless all the stockholders entitled to vote sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

CERTIFICATE OF REGISTERED AGENT

OF

KASS SCHOOL SERVICES, INC.

FILED

02 OCT -7 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR **KASS SCHOOL SERVICES, INC.**, AT THE PLACE DESIGNATED, 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.

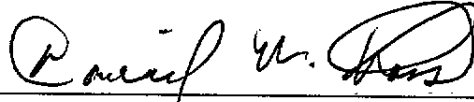


DAVID M. KASS

DATE: September 30, 2002

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

on 9/30, 2002.




DAVID M. KASS

STATE OF FLORIDA)

COUNTY OF BROWARD)

: ss.

The foregoing instrument was acknowledged before me this 30th day of SEPT., 2002, by **DAVID M. KASS**, who is personally known to me or who has produced _____ (type of identification) as identification and who did not take an oath.



Signature of person taking acknowledgment

Name of acknowledger typed, printed or stamped

Notary Public

Title or rank

Kass7183.1

