

✓ P03000014382

1101 Brickell Ave
Suite 1801
Miami, FL 33131

(Address)

(City/State/Zip/Phone #)

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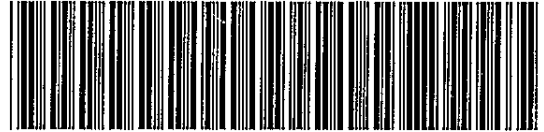
(Business Entity Name)

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ARTICLES OF INCORPORATION
OF
SCHOLARS AND ATHLETES, INC.

The undersigned Incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST: NAME.** The name of the Corporation is **SCHOLARS AND ATHLETES, Inc.** (the "Corporation").
- SECOND: PRINCIPAL OFFICE.** The street address of the initial principal office and mailing address of the Corporation is 116 Fox Meadow Run, Jupiter, Florida 33458
- THIRD: CAPITAL STOCK.** The Corporation is authorized to issue 1,000 shares of Common Stock.
- FOURTH: INITIAL REGISTERED AGENT AND ADDRESS.** The street address of the initial registered office of the Corporation is 116 Fox Meadow Run, Jupiter, Florida 33458, and the Registered Agent at that address is Robert Beare.
- FIFTH: INCORPORATOR:** The name and address of the Incorporator of the Corporation is: Robert Beare, 116 Fox Meadow Run, Jupiter, Florida 33458.
- SIXTH: PURPOSE:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH: BOARD OF DIRECTORS:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and addresses of the initial directors of the Corporation are:

1. Robert Beare
116 Fox Meadow Run
Jupiter, FL 33458
2. William De Mann
116 Fox Meadow Run
Jupiter, FL

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EIGHTH: COMMENCEMENT. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation, and shall be perpetual.

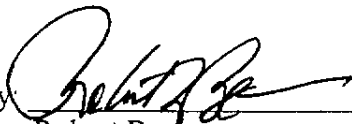
NINTH: OFFICERS. The title, name and address of this corporation shall be:

President/ Treasurer:	Robert Beare 116 Fox Meadow Run Jupiter, FL 33458
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Vice-President/ Secretary:	William De Mann 116 Fox Meadow Run Jupiter, FL 33458
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of January 2003.

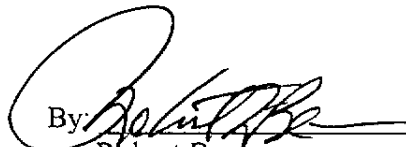
Robert Beare
Incorporator

By 
Robert Beare

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as Registered Agent of **Scholars And Athletes, Inc.**, contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

Registered Agent

By: 
Robert Beafe

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