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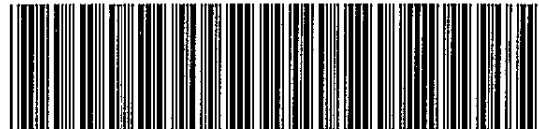
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FEB 21

JESSICA McLEARY
6142 MIRAMAR PARKWAY
STE A
MIRAMAR, FL 33023

FEBRUARY 7, 2003

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

Dear Sirs,

Attached are Articles of Incorporation for ACHIEVERS ACADEMY PEMBROKE, INC. along with a check in the amount of \$78.75 for filing fees and certified copy.

Please process and return to the following address:

JESSICA McLEARY
6142 MIRAMAR PARKWAY
STE A
MIRAMAR, FL 33023

Sincerely yours,

JESSICA McLEARY

**ARTICLES OF INCORPORATION
OF
ACHIEVERS ACADEMY PEMBROKE, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB 21 AM 11:39

I, the undersigned incorporator, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of the State of Florida, these articles of incorporation and form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be **ACHIEVERS ACADEMY PEMBROKE, INC.**

ARTICLE II

Address

The initial post office address and principal office for conduct of business of the Corporation is:

**6142 MIRAMAR PARKWAY
STE A
MIRAMAR, FL 33023**

ARTICLE III

Registered Agent

The name of the Registered Agent at the next above address is:

**JESSICA McLEARY
6142 MIRAMAR PARKWAY
STE A
MIRAMAR, FL 33023**

ARTICLE IV

Purposes and Powers

The general nature of the business to be transacted by the Corporation is to such extent as a Corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do.

ARTICLE V

Capital Stock Authorized

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE VI

Duration

The term for this Corporation shall be perpetual and the business of the Corporation shall be conducted, carried on and managed by the officers of this Corporation and a Board of Directors composed of one (1) or more members which number may be altered from time to time by the by-laws of this Corporation within limitations prescribed by law.

The officers of this Corporation shall be President and any other officers as the Board of Directors may deem expedient.

ARTICLE VII

Subscribers and Initial Board of Directors

The names, addresses, number of shares subscribed to and consideration therefore of the original subscribers to these Articles of Incorporation, and the names of the first Board of Directors of this Corporation who, subject to the by-laws of the State of Florida, shall hold office until the first annual meeting of the Corporation, or until successors are elected and have been qualified, are as follows:

<u>NAME & ADDRESS</u>	<u>NUMBER OF SHARES SUBSCRIBED TO</u>	<u>CONSIDERATION FOR SHARES</u>
JESSICA McLEARY 6142 MIRAMAR PARKWAY MIRAMAR, FL 33023	100	\$100

ARTICLE VIII

Preemptive Rights

In the event of an issue of non-issued capital stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail of refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within fifteen (15) days after such notice.

ARTICLE IX

Amendments

The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

WITNESS my hand and seal this 19 day of February, 2003.

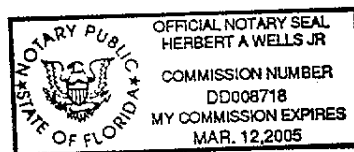
[Handwritten signature]

STATE OF FLORIDA }
 SS:
COUNTY OF BROWARD }

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Broward, to take acknowledgements personally appeared Jessica Maloney who is personally known to me or who has produced a Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State named above this 19th day of February, 2003.

My commission expires: March 12, 2005 Herbert A. Wells Jr.
NOTARY PUBLIC, STATE OF FLORIDA



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE MADE.**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

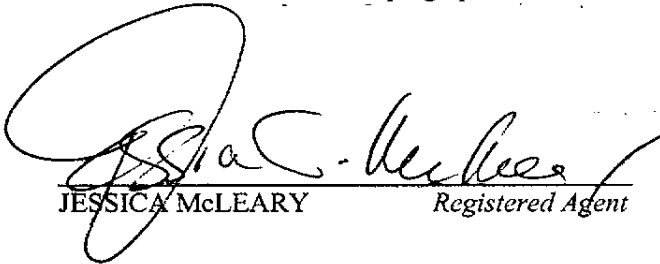
First, that **ACHIEVERS ACADEMY PEMBROKE, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated at Article II of the within Articles of Incorporation, located at

Has named **JESSICA McLEARY**

as its agent to accept Service of Process within this state.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JESSICA McLEARY Registered Agent

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