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M. Pellnitz  
2651 SW 8 CT  
Boca Raton, FL 33433



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**ARTICLES OF INCORPORATION  
OF  
MSPELL, INC.**

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The undersigned, desiring to form a corporation for the purposes hereinafter stated under, and pursuant to, the laws of the State of Florida, do hereby declare as follows:

**ARTICLE I**  
**NAME**

The name of the corporation shall be Mspell, Inc.

**ARTICLE II**  
**BUSINESS AND PURPOSE**

The nature of the business, which may be transacted by the corporation, is as follows:

To engage in educational comprehension and advancement.

**ARTICLE III**  
**STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock having a par value of one (1.00) dollar per share. The capital stock may be paid for in property, labor, services at a just valuation to be fixed by the incorporator(s) or by the director(s) of the corporation at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation of said property to be fixed by the director(s) of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such

consideration as the issuance of so much of the capital stock as the director(s) of the corporation may decide.

#### **ARTICLE IV** **TERM OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

#### **ARTICLE VI** **PRINCIPAL OFFICE**

The principal office or place of business of the corporation shall be located at: 22651 SW 8 Street, Boca Raton, Florida 33433 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

#### **ARTICLE VI** **REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent of this corporation shall be Melissa Pellnitz, a resident of Palm Beach County, Florida and the registered office of the corporation shall be 22651 SW 8 Street, Boca Raton, Florida 33433

#### **ARTICLE VII** **BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a Board of not less than one (1) and not more than seven(7) persons who do not have to be residents of the State of Florida.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names and street addresses of the First Board of Directors who, subject to the provisions of these Articles and appropriate by-laws, shall hold office for the first year of the corporation's existence or until their successors are elected and have shall qualified are the following: Melissa Pellnitz, 22651 SW 8 Court, Boca Raton, Florida, 33433

**ARTICLE IX**  
**SUBSCRIBERS**

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO OF SHARES</u></b>
Melissa Pellnitz	22651 SW 8 Ct. Boca Raton, Florida 33433	10

**ARTICLE X**  
**ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporator(s) of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock to any other person, firms, corporations or other entities who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporator(s) and assume and carry out all of the right(s), liabilities and duties entailed by said subscriptions subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

**ARTICLE XI**

## **INITIAL OFFICERS**

The name(s), offices and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation and by-laws shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Melissa Pellnitz	President, Treasurer, Secretary	22651 SW 8 Ct. Boca Raton, Florida 33433

## **ARTICLE XII** **MANAGEMENT**

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the State of Florida including, but without limitation, the power:

SECTION A. To hold meetings, to have one or more offices and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B. To make, alter and repeal, by-laws of the corporation subject to the reserved power of the stockholders to make, alter and repeal by-laws.

SECTION C. To determine whether, to what extent, to what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them shall be open to inspection of the stockholders and no shareholder shall have the

right to inspect any account, record, book or documents of the corporation except as conferred by the laws of the State of Florida or as authorized by the Board.

SECTION D. To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of liabilities, including capital, or out of net earnings and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings all in accordance with the provisions of the laws of the State of Florida.

SECTION E. To fix and determine, from time to time, an amount to be set apart out of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish such reserve or reserves.

SECTION F. To make any lawful disposition of any paid in or capital surplus or create any reserve(s) out of the same or to charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION G. To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of the capital stock, bonds or other securities of the corporation, or any corporation, in the market or otherwise, at such prices as may be fixed by the Board and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient, as permitted by law.

SECTION H. From time to time and in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter or change one or more plans for:

1) The issue or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers or directors of the corporation or any of its subsidiaries and the payment of such stock installment at one time, with or without the right to vote thereof pending payment in full and for aiding any such persons in paying for such stock by contributions, compensation for services or otherwise;

2) The participation by any or all of the employees, officers or directors of the corporation, or of any subsidiaries, in the profits of the corporation or of any branch, division or subsidiary thereof, as part of the corporation's legitimate expenses; and

3) The furnishing of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation, of insurance against accident, sickness or death, pensions during old age disability, unemployment or retirement benefits.

SECTION I. From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants, restrictions and such provisions as to redeemability, subordination, convertibility or otherwise and with such maturities as the Board in its sole discretion may determine and to authorize the mortgaging of, or granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, tangible or intangible, including after acquired property.

### **ARTICLE XIII**

### **TRANSACTIONS WITH RELATED PARTIES**

1. No contract or other transaction between the corporation and one or more of its directors or any other corporation and one or more of its directors or officers are financially

interested shall be either void or voidable because of such relationship or interest or because such director(s) are present at the meeting of the Board of Directors or of a committee thereof which ratifies, approves or ratifies such contract or transaction or because his or their votes(s) are counted for that purpose: or

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee with authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote(s) or consents of the interested director(s): or

b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the shareholders.

2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, which approves or ratifies such contract or transaction.

#### **ARTICLE XIV** **CUMULATIVE VOTING**

Cumulative voting may be permitted by the terms of the by-laws of the corporation.

#### **ARTICLE XV** **INDEBTEDNESS**

The highest amount of indebtedness or liability, which the corporation may at any time subject itself to, is unlimited.



**ARTICLE XVI**  
**EFFECTIVE DATE**

The effective date of this corporation shall be the 23rd day of June, 2003.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles  
of Incorporation on this 17 day of June, 2003.

M. Pellnitz  
Incorporator

\_\_\_\_\_  
Incorporator


STATE OF FLORIDA     )

ss.:

COUNTY OF PALM BEACH   )

On this 17 day of June 2003, before me, the undersigned authority, an officer duly  
authorized to administer oaths and take acknowledgments, in the county and state aforesaid,  
personally appeared Melissa Pellnitz, to me well known to be the incorporator described in  
and who executed the foregoing Articles of Incorporation of Mspell, Inc. and who  
acknowledged that they executed the same as incorporator for the purposes therein expressed.

Wayne Carson  
NOTARY PUBLIC

 **Wayne Carson**  
Commission # DD098889  
Expires April 23, 2006  
Aaron Notary  
1-800-350-3161

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE - NAMING  
AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in

compliance with said Chapter:

FIRST - - Mspell, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Boca Raton, State of Florida has named Melissa Pellnitz, 22651 SW 8 Street, Boca Raton, FL 33433, as its agent and to accept service of process within this State.

Having been named to accept service of process for the above stated 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.

  
Melissa Pellnitz

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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