

P03000080852

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

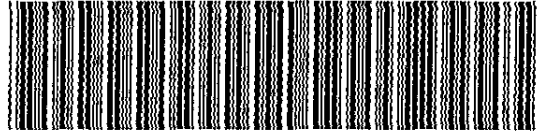
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200021446482

07/16/03--01063--001 \*\*70.00

FILED  
03 JUL 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~4/2-7-2~~  
SL 7-2

MILLER, SOUTH, MILHAUSEN & CARR, P.A.

ATTORNEYS AT LAW

2699 LEE ROAD, SUITE 120  
WINTER PARK, FLORIDA 32789

TELEPHONE  
(407) 539-1638

FACSIMILE  
(407) 539-2679

RK RD D. BAXTER  
DA N. BRODERSEN  
PE E. CARR, JR.  
CJ ESA GARRETT  
JEE Y P. MILHAUSEN  
J. Y MILLER  
AN A D. SHAW  
J. D SOUTH

July 22, 2003

By Federal Express  
Registration Section  
Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
03 JUL 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Matris Learning Centers, Inc.

Dear Sir or Madam:

Enclosed are the following documents:

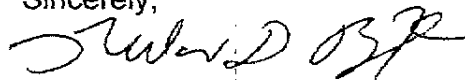
1. Copy of your letter dated July 17, 2003 regarding the rejected incorporation of Genesis, Inc.
2. The original and one copy of the Articles of Incorporation of Matris Learning Centers (to replace Genesis, Inc.)

The \$70.00 for the filing fee was previously submitted.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Richard D. Baxter, Esq.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 17, 2003

RICHARD D. BAXTER, ESQ.  
2699 LEE RD  
SUITE 120  
WINTER PARK, FL 32789

SUBJECT: GENESIS, INC.  
Ref. Number: W03000020304

We have received your document for GENESIS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Stacy Prather  
Document Specialist Supervisor  
New Filings Section

Letter Number: 703A00041969

**ARTICLES OF INCORPORATION**  
**OF**  
**MATRIS LEARNING CENTERS, INC.**

The undersigned Incorporator, hereby subscribes to and adopts these Articles of Incorporation for the purpose of organizing a business corporation for profit under the Florida Business Corporation Act, Florida Statutes Chapter 607.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be:

Matris Learning Centers, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 2856 Curry Ford Road, Orlando, Florida 32806.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be ten thousand (10,000) shares of common stock having a par value of ten (\$0.10) cents per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

FILED  
03 JUL 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is 2699 Lee Road, Suite 120, Winter Park, Florida 32789. The name of the initial Registered Agent of this Corporation at that address is Miller, South, Milhausen & Carr, P.A. (c/o Richard D. Baxter, Esq.)

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

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors are:

Mia Fiorucci  
1815 Palmetto Pine Lane  
Orlando, Florida 32825

The member of the First Board of Directors shall hold office until her successor is elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Richard D. Baxter

2699 Lee Road, Suite 120  
Winter Park, Florida 32789

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation for profit to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 22<sup>nd</sup> day of July, 2003.

By: \_\_\_\_\_

Richard D. Baxter, Incorporator

**MATRIS LEARNING CENTERS, INC.  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Matris Learning Centers, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is:

Miller, South, Milhausen & Carr, P.A.  
c/o Richard D. Baxter, Esq.  
2699 Lee Road, Suite 120  
Winter Park, FL 32789  
Telephone (407) 539-1638  
Facsimile (407) 539-2679

Matris Learning Centers, Inc.

By: \_\_\_\_\_

Richard D. Baxter, Incorporator

FILED  
03 JUL 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Miller, South, Milhausen & Carr, P.A., a Florida professional association authorized to transact business in this State, having a business office identical with the registered office of Matris Learning Centers, Inc. and having been named the Registered Agent of Matris Learning Centers, Inc., the above stated Corporation, at the place designated in this certificate, hereby accepts the appointment as Registered Agent, agrees to act in this capacity and is familiar with and accepts the obligations of the position of Registered Agent under Florida Statutes Section 607.0505.

Dated: July 22, 2003.

Miller, South, Milhausen & Carr, P.A.

\_\_\_\_\_  
Richard D. Baxter, Attorney