

**P030000084551**

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**To:**

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**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**educate america, inc.**

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ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Educate America, Inc.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is Educate America, Inc. The principal place of business and mailing address for the corporation is: 1159 Grant Street, Hollywood, Florida 33019.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

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This Instrument prepared by:  
Kevin L. Hagen Esq.  
Hagen & Hagen P.A.  
3531 Griffin Road  
Ft. Lauderdale, FL 33312

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**ARTICLE IV**  
**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

3531 GRIFFIN ROAD  
FT. LAUDERDALE, FLORIDA 33312

and the name of the initial registered agent at that address is:

KEVIN L. HAGEN

**ARTICLE VI**  
**NUMBER OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Rosalie Modzelewski President	1159 Grant Street Hollywood, Florida 33019
Mark Modzelewski Vice President	1159 Grant Street Hollywood, Florida 33019
Henry Modzelewski Secretary/Treasurer	1159 Grant Street Hollywood, Florida 33019

## ARTICLE VIII

### SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Modzelewski	1159 Grant Street Hollywood, Florida 33019

## ARTICLE IX

### CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 29 day of July, 2003.

  
Mark Modzelewski (SEAL)

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Mark Modzelewski, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, County of Broward, State of Florida, this 29 day of July A.D., 2003.

My Commission Expires: 

  
NOTARY PUBLIC  
State of Florida at Large

TOTAL P.06

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT Educate America, Inc.  
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF  
HOLLYWOOD, STATE OF FLORIDA, HAS NAMED KEVIN L. HAGEN LOCATED  
AT 3531 GRIFFIN ROAD, CITY OF DANIA, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Mark Modzelewski  
BY: Mark Modzelewski  
TITLE: Vice President

Dated this 29 day of July, 2003.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE Kevin L. Hagen  
KEVIN L. HAGEN  
RESIDENT AGENT

Dated this 25 day of July, 2003.

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