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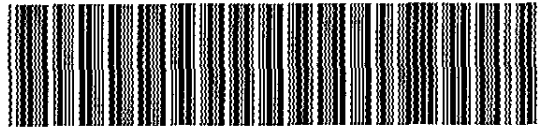
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LUCIO, BRONSTEIN, GARBETT, STIPHANY & ALLEN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
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80 SOUTHWEST EIGHTH STREET, MIAMI, FLORIDA 33130
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VIA FEDERAL EXPRESS

August 1, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: A+ CHARTER SCHOOLS, INC.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation of **A+ Charter Schools, Inc.**, and a check made payable to Florida Department of State in the amount of \$87.50, representing the filing fees. Please forward a certified copy of the articles along with the certificate of status to my attention at the address listed above.

Thank you for your assistance in this matter.

Very truly yours,

LUCIO, BRONSTEIN, ET AL.


JULIA SOTOLONGO, ESQ.

Enclosures

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ARTICLES OF INCORPORATION
OF
A+ CHARTER SCHOOLS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be: **A+ CHARTER SCHOOLS, INC.**

ARTICLE II
DURATION AND EXISTENCE

The Corporation shall have a perpetual existence, or until dissolved voluntarily by law..

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
PRINCIPAL OFFICE

The initial principal office and mailing address of this Corporation shall be:

4101 NW 27th Avenue
Miami, Florida 33142

ARTICLE V
DIRECTORS

(a) The initial number of directors is one (1). The number of directors may be increased or decreased from time to time by the bylaws of the corporation, but shall never be less than the minimum number of one (1) director(s). The initial director shall be appointed by the Incorporator.

- (b) The name and address of the initial Director of the corporation is:

Name

Street Address

Albert Hanley III

4101 NW 27th Avenue
Miami, Florida 33142

ARTICLE VI
SHARES

- (a) The maximum number of shares of stock that this corporation is authorized to issue is 1,000 with a par value of \$1.00 per common share of stock..
- (b) Shareholders shall not have preemptive rights.
- (c) Shareholders shall not have cumulative voting rights.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Phillip M. Hudson III, Esq.
Lucio, Bronstein, Garbett, Stiphany and Allen, P.A.
80 S.W. 8th Street, Suite 3100
Miami, Florida 33130

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Albert Hanley III
4101 NW 27th Avenue
Miami, Florida 33142

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI
BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the Incorporator has executed these Articles on this 24th day of July, 2003.


ALBERT HANLEY III, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated I 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.

DATED: July 31, 2003


PHILLIP M. HUDSON III, ESQ.
Registered Agent

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