

PO3000105517

Messer Caparollo and Self
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(Address)

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Tallahassee, FL 850-222-0720
(City/State/Zip/Phone #)

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(Business Entity Name)

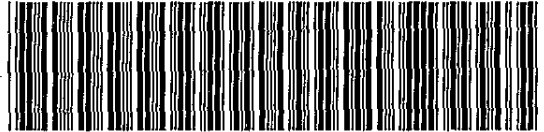
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03 SEP 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 AUG 14 AM 11:29
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 14, 2003

MESSER CAPAROLLO AND SELF
215 S. MONROE STREET
TALLAHASSEE, FL

SUBJECT: HIGHER EDUCATION PARTNERS, INC.
Ref. Number: W03000023149

We have received your document for HIGHER EDUCATION PARTNERS, 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):

Is this corporation profit or non profit? A profit corporation has shares

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 103A00046374

**ARTICLES OF INCORPORATION
OF
HIGHER EDUCATION PARTNERS, INC.**

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03 SEP 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be Higher Education Partners, Inc., and its principle place of business shall be located at 2918 Noah Circle, St.Cloud, Florida 34772. The Board of Directors may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

**ARTICLE II
GENERAL AND SPECIFIC PURPOSES**

This corporation is organized for the purpose of providing services to higher education professionals and institutions, and all other purposes authorized by Chapter 607, Florida Statutes.

**ARTICLE III
POWERS OF CORPORATION**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors (also refereed to as "Trustees"). The number of Directors of the corporation shall be four (4), provided, however, that such number may be changed by a bylaw duly adopted by the members. The Directors named herein as the first Board of Directors shall hold office until the first meeting of the Board at which time an election of Directors shall be held. Said corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida, specifically Section 607.0302, Florida Statutes, or any amendments thereto.

**ARTICLE IV
QUALIFICATION FOR MEMBERSHIP AND CAPITAL STOCK**

The membership of this corporation shall at all times consist of persons who are involved in the operation and organization of the affairs of the corporation. The rights of all members shall be equal. Each member shall be entitled to one vote. Members, and prospective members, must agree to be

bound by these Articles, any amendments thereto, and the Bylaws of the corporation, as may be adopted by the Board of Directors from time to time.

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued a share dividend in respect to shares of another series.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
NAMES OF SUBSCRIBERS

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Ilia Yvette Matos
2918 Noah Circle
St. Cloud, Florida 34772

ARTICLE VII
OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the corporation's By-Laws. The officers presently elected, and who shall retain office until new elections are held or at such time as prescribed in the corporation's By-Laws, are as follows:

Ilia Yvette Matos, President and Treasurer
2918 Noah Circle
St. Cloud, Florida 34772

Idanny Elizabeth Matos, Vice President and Secretary
2918 Noah Circle
St. Cloud, Florida 34772

ARTICLE VIII
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of four (4) members of the corporation, those being the current president, current vice-president, current secretary, and current treasurer. Each of these members shall be elected by the corporation as provided in the By-Laws, and shall continue in office until the last annual meeting of the next year of the corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws. The annual meeting of the Board of Directors shall be held as such time as may be provided by the By-Laws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors. The Board of Directors shall manage the business affairs of this corporation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS OR OFFICERS

The Corporation hereby indemnifies any Officer or Director made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

2) By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the Corporation.

3) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer needs indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

4) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person, In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.

5) The foregoing rights if indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE X **BY-LAWS**

The members of the corporation entitled to vote shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, adopted, altered and rescinded pursuant to the procedures outlines in the By-Laws.

ARTICLE XI **AMENDMENTS TO BY-LAWS AND** **ARTICLES OF CORPORATION**

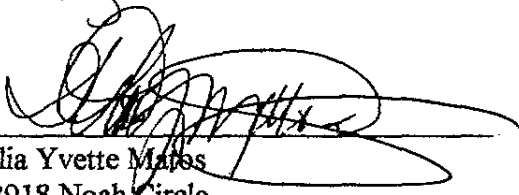
The By-Laws of the corporation and these Articles of Incorporation may be altered, changed or amended by the members of the corporation at any regular business meeting called for that purpose and, if approved, such proposed alteration, change or amendment shall be and form a part of the By-Laws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved by the members of the corporation, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

ARTICLE XII
RESIDENT AGENT

The Resident Agent for the corporation, who shall serve until officially changed, shall be:

Ilia Yvette Matos
2918 Noah Circle
St. Cloud, Florida 34772

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this 14th day
of August, 2003.



Ilia Yvette Matos
2918 Noah Circle
St. Cloud, Florida 34772

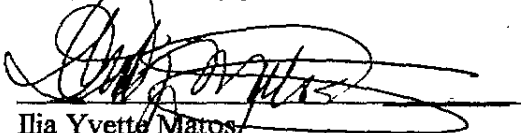
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Higher Education Partners, Inc.
2. The name and address of the registered agent and office is:

Ilia Yvette Matos
2918 Noah Circle
St. Cloud, Florida 34772

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ilia Yvette Matos
2918 Noah Circle
St. Cloud, Florida 34772

Date 08/14/03

03 SEP 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED