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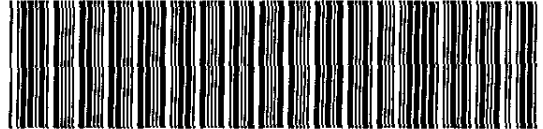
(Business Entity Name)

(Document Number)

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FILED
04 JAN -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature] 1/13/04

JOHN L. KORTHALS
Attorney at Law

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Pompano Beach, FL 33060

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korthals.law@mindspring.com

December 23, 2003

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Teacher Elite, Inc.

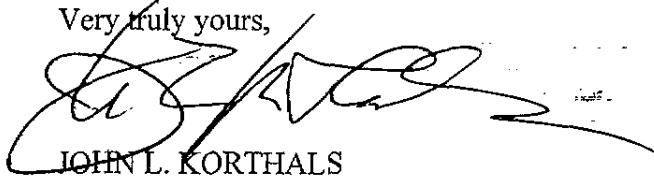
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for Teacher Elite, Inc., together with our Check No. 10144 in the amount of \$78.75, to cover the cost of the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$ 78.75

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,



JOHN L. KORTHALS

JLK/ejp
Enclosures

**ARTICLES OF INCORPORATION
OF
TEACHER ELITE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 - Name

The name of this corporation is Teacher Elite, Inc.

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 12117 N.W. 15th Court, Coral Springs, FL 33071. The initial Registered Agent of this corporation is NANCY BARBA, whose street address is 12117 N.W. 15th Court, Coral Springs, FL 33071.

Article 6 - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Allen Burgtorf	7783 Cedar Hurst Court Lake Worth, FL 33467
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Rosemarie Botting	2801 NW 106 Drive Coral Springs, FL 33065
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Bethany Fee 1100 SW 19th Street
Ft. Lauderdale, FL 33315

Leon Clinch 7862 N. Southwood Circle
Davie, FL 33328

Article 7 - Incorporator

The name and address of the person signing these articles is:

Nancy Barba 12117 NW 15th Court
Coral Springs, FL 33071

Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - Amendment

This 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 shareholders is subject to this reservation.

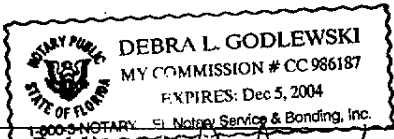
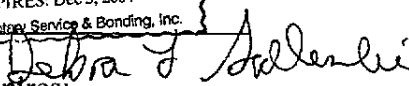
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of October, 2003.


NANCY BARBA

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared NANCY BARBA, known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 16th day of October, 2003.


Notary Public 
My Commission Expires:

FILED

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

04 JAN -5 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Chapters 48.091(1) and 607.034 of the Florida Statutes:

TEACHER ELITE, INC., desiring to organize under the laws of the State of Florida, being in the County of Broward, at 12117 N.W. 15th Court, Coral Springs, FL 33071, has named NANCY BARBA, located at the same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 A.M. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

DATED this 16th day of October, 2003.


NANCY BARBA