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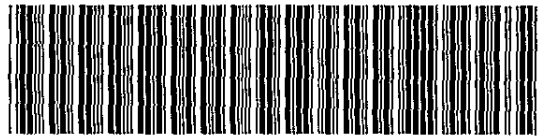
(Business Entity Name)

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TALLAHASSEE FLORIDA
STATE

06/06/05--01051--019 **78.75

18 6/8/05

SAMUEL J. CANTOR, P.A.

ATTORNEY AT LAW
6700 BROKEN SOUND PARKWAY NW, SUITE 200
BOCA RATON, FL 33487
(561) 982-9555
TELEFAX (561) 982-9539

2005 JUN -6 AM 8:42
TALLAHASSEE FLORIDA

SAMUEL J. CANTOR*
*ALSO MEMBER OF PENNSYLVANIA BAR

June 3, 2005

State of Florida, Secretary of State
Corporate Records Bureau - Div. of Corps.
P. O. Box 6327
Tallahassee, Florida 32301

Re: School Management Services, Inc.

Gentlemen/Ladies:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Incorporation of School Management Services, Inc.
2. This firm's check in the amount of \$78.75 in payment for the following:

(a) Filing Fee in the amount of	\$ 35.00
(b) Certified Copy in the amount of	8.75
(c) Resident Agent Designation in the amount of	<u>35.00</u>

TOTAL \$78.75

3. A Certificate Designating Resident Agent.

Please file the original in your office and return the certified copy to this office at your earliest convenience.

Very truly yours,



Samuel J. Cantor

SJC:jac
Enclosures

ARTICLES OF INCORPORATION
OF
SCHOOL MANAGEMENT SERVICES, INC.

FILED
2005 JUN -6 AM 8:42
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, Samuel J. Cantor, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be:

SCHOOL MANAGEMENT SERVICES, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in business of management services (payroll, benefits administration, accounts payable, accounts receivable, collections, cash flow management) and any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
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 ONE HUNDRED (100) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

Samuel J. Cantor
6700 Broken Sound Parkway NW, #200
Boca Raton, Florida 33487

This is also the principal office and mailing address of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one

(1). The initial Directors shall be: Curtis Baptiste, 4645 N. State Road 7, Lauderdale Lakes, FL 33319 and Afua Baptiste , 4645 N. State Road 7, Lauderdale Lakes, FL 33319.

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Samuel J. Cantor, 6700 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

ARTICLE VIII

AMENDMENT

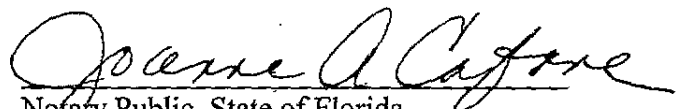
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of: **SCHOOL MANAGEMENT SERVICES, INC.** on this 3 day of June 2005.


Samuel J. Cantor

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 3 day of June
2005 by Samuel J. Cantor as Incorporator.


Notary Public, State of Florida
My Commission Expires: _____

(SEAL)
Joanne A. Cafone
Commission # DD080941
Expires Jan. 29, 2006
Bonded Thru
Atlantic Bonding Co., Inc.




CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS

SCHOOL MANAGEMENT SERVICES, INC., a corporation existing under the laws of the State of Florida with its principal office at 6700 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487, has named Samuel J. Cantor, whose address is 6700 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487, as Resident Agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.



SAMUEL J. CANTOR

2005 JUN -6 AM 8:42
CLERK OF STATE
TALLAHASSEE FLORIDA