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FLORIDA PROFIT/NON PROFIT CORPORATION

BENNETT MORRISON, Inc.

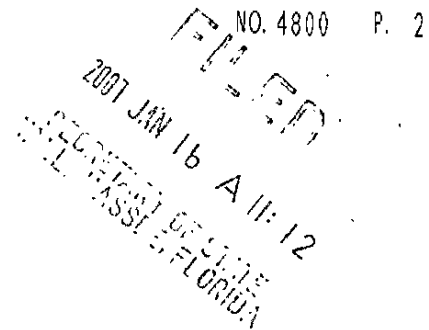
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ARTICLES OF INCORPORATION
OF
BENNETT MORRISON, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

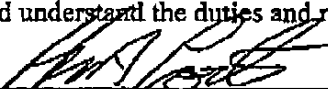
1. Name. The name of this corporation shall be BENNETT MORRISON, Inc.
2. Duration. This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.
3. Purpose. The purpose is to operate a for profit corporation to establish and conduct business as a tutoring or teaching business and to engage in any other activities or business permitted under the laws of the United States and Florida.
4. Capital Stock. The aggregate number of shares which this corporation shall have authority to issue is the total sum of one thousand (1000) shares, having

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an individual par value of one (1) dollar. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

5. Initial Registered Agent. The name and address of the initial registered agent (whose signature below shall also serve as acceptance of this position) of this corporation is as follows:

Henry A. Lowenstein
617 W. 46 Street
Miami Beach, FL 33140

I hereby accept and understand the duties and requirements of being a registered agent of this corporation:  Henry A. Lowenstein, Esq.

6. Initial Office and Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be fewer than one. The name and address of the initial director and office of this corporation is:

Bennett Morrison
2700 N. 29th Avenue, Suite 302
Hollywood, FL 33020

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

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Bennett Morrison
2700 N. 29th Avenue, Suite 302
Hollywood, FL 33020

8. Amendment of Articles. 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.
9. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Bennett Morrison
Bennett Morrison
Incorporator

Notary Public:

 **Ronit Shane**
Commission # DD412282
Expires April 5, 2009
Bonded Tray Felt - Insurance, Inc. 560-353-7010