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NO. 410

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDA STUDY HALL GROUP, INC.

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Flor NO. 410 Dept. 2 State



**RESUBMIT**

Please give original  
submission date as file date.

October 26, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: FLORIDA STUDY HALL GROUP, INC.  
REF: W07000053090

**RESUBMIT**

Please give original  
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E07000261897  
Letter Number: 907A00062977

## ARTICLES OF INCORPORATION

OF

FLORIDA STUDY HALL GROUP, INC., a Florida Corporation

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE INAME and PRINCIPAL OFFICE

The name of this corporation shall be FLORIDA STUDY HALL GROUP, INC., a Florida Corporation, and the principal place of business of this corporation shall be 14245 SW 180TH TERRACE, MIAMI, FLORIDA 33177.

ARTICLE IIDURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IIIPURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IVCAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	0.01	

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he

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already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be at 14245 SW 180TH TERRACE, MIAMI, FLORIDA 33177 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MIGUEL ALVA.

#### ARTICLE VI

##### INITIAL OFFICERS and DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders. Officers shall hold office at the discretion of the Directors.

The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Name: MIGUEL ALVA  
Title: President / Director / Registered Agent  
Address: 14245 SW 180TH TERRACE, MIAMI, FLORIDA 33177.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the incorporator is MIGUEL ALVA, at 14245 SW 180TH TERRACE, MIAMI, FLORIDA 33177.

#### ARTICLE VIII

##### DIRECTOR CONFLICT OF INTEREST

A. Self dealing with the corporation: No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

8. ~~Dealing with other companies, persons or entities:~~ Without incurring any liability to the corporation or any of its shareholders, any director, officer or shareholder of this corporation may be an officer, director, shareholder or partner of any other entity or transact any business whatsoever with any other entity even where said other entity is in direct or indirect competition with this corporation. Furthermore, there shall be no obligation to disclose any such transaction or business arrangement to this corporation.


ARTICLE IX  
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22<sup>nd</sup> day of OCTOBER 2007.

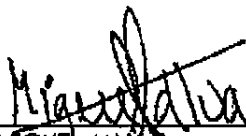
  
MIGUEL ALVA  
1425 SW 180<sup>th</sup> TERRACE  
MIAMI, FLORIDA 33177

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted: FLORIDA STUDY HALL GROUP, INC., a Florida Corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at 14245 SW 180TH TERRACE, MIAMI, FLORIDA 33177, in the County of Miami-Dade, State of Florida, has named MIGUEL ALVA, at 14245 SW 180TH TERRACE, MIAMI, FLORIDA 33177, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
MIGUEL ALVA  
14245 SW 180TH TERRACE  
MIAMI, FLORIDA 33177

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