

10/28/2008 10:19 AM 813 900 HILL WARD HENDERSON 0000003  
Division of Corporations Page 1 of 1  
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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Academic Allstars, Inc.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**ACADEMIC ALLSTARS, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Academic Allstars, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: Academic Allstars, Inc.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the corporation is 5012 W. Cypress Street, Tampa, Florida 33607.

**ARTICLE III. INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Jonathan D. Graham	5012 W. Cypress Street Tampa, Florida 33607
Oteman Delancy	5012 W. Cypress Street Tampa, Florida 33607

**ARTICLE IV. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 101 E. Kennedy Blvd., Suite 3700, Tampa, Florida 33602 and the name of the corporation's initial registered

agent at that address is Kevin H. Sutton.

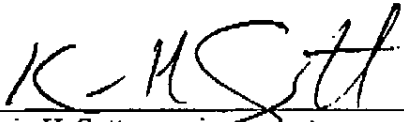
**ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator is:

Kevin H. Sutton  
101 E. Kennedy Blvd. Suite 3700  
Tampa, Florida 33602


The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: October 28, 2008

  
\_\_\_\_\_  
Kevin H. Sutton, as incorporator

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

  
\_\_\_\_\_  
Kevin H. Sutton