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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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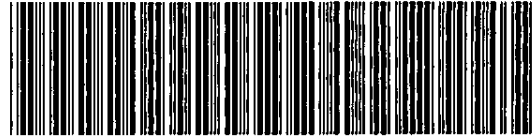
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 18 PM 2:09

Ps 7/19/11

LAW OFFICES
GRUBER & GRUBER
PROFESSIONAL ASSOCIATION
10205 S. DIXIE HIGHWAY
SUITE 202
MIAMI, FLORIDA 33156
gruberlawfirm@gmail.com

ALLEN H. GRUBER, ESQ.
MATTHEW A. GRUBER, ESQ.

TELEPHONE (305) 665-8888
FACSIMILE (305) 665-3939

July 13, 2011

Via U.S. Mail Only

Department of State
Division of Corporations
New Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: **PROACTIVE EDUCATIONAL SYSTEMS, INC.**

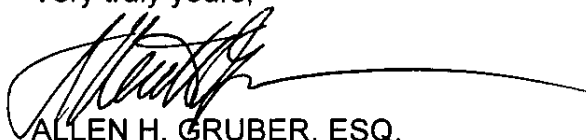
Dear Sir/Madam:

Enclosed please find the *Articles of Incorporation* for **PROACTIVE EDUCATIONAL SYSTEMS, Inc.** as well as our check no. 11603 for \$ 87.50, which corresponds to the Filing Fee, Designation of Registered Agent, Certified Copy and Certificate of Status.

Once filed and recorded, please forward all documents to our law office. If you should have any questions, please contact our office at your earliest convenience.

Thank you for your assistance.

Very truly yours,


ALLEN H. GRUBER, ESQ.
AHG/ab

Enclosures

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**ARTICLES OF INCORPORATION
PROACTIVE EDUCATIONAL SYSTEMS, INC.**

Pursuant to Section 607 of the Corporation Laws of the State of Florida:

The undersigned, for the purpose of forming a corporation pursuant to Florida Law, Section 607, hereby certifies as follows:

1. The name of the corporation shall be: **PROACTIVE EDUCATIONAL SYSTEMS, INC.**

The purpose of the Corporation shall be:

a. To provide : Individual and group tutoring and design of tutorial systems.

b. To do everything necessary, proper or advisable for the accomplishment of any of the foregoing, provided the same not be inconsistent with the Laws of Florida.

2. The aggregate number of authorized shares of stock the Corporation may issue is 50 shares of no par value stock.

3. The principal office of the Corporation shall be located at:
10701 SW 164 ST., Miami, Florida 33157 .

4. The amount of capital with which the Corporation shall begin business will be:
\$500.00.

5. **AVARITA MILLER** is hereby designated the Resident Agent of the Corporation upon whom process may be served. The address to which the Secretary of

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State shall mail a copy of any notice required by law is: 10205 SOUTH DIXIE HIGHWAY, SUITE 202, MIAMI, FLORIDA, 33156.

6. There shall be 2 director(s) of the Corporation, who, unless otherwise provided by the By-Laws, shall hold office for the first year's existence of the Corporation or until their successors are elected or appointed and have qualified.

7. The names and addresses of the Directors of the Corporation are:

AVARITA MILLER 10701 SW 164 ST., Miami, Florida 33157

8. The names and addresses of the subscribers of these Articles of Incorporation are:

AVARITA MILLER 10701 SW 164 ST., Miami, Florida 33157 9.

The names and addresses of the officers of the Corporation who shall hold office for the first year or until their successors are chosen are:

AVARITA MILLER 10701 SW 164 ST., Miami, Florida 33157

President, Sec.

DOUGLAS MILLER c/o 10701 SW 164 ST., Miami, Florida 33157

V. Pres. & Treasurer

10. The address of the Registered Office of the Corporation shall be:

10701 SW 164 ST., Miami, Florida 33157

11. The Registered Agent of the Corporation shall be: **AVARITA MILLER** .

12. The By-Laws of the Corporation may be created, altered or amended by the Directors of the Corporation in the following manner:

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a. At any regular meeting, any Director may propose an addition or amendment to the By-Laws and such proposal shall thereafter be considered by the Directors. A majority of the shareholders shall ultimately decide on any alterations, amendments or deletions.

b. Notice of any such alteration of the By-Laws shall be given not more than ten (10) days after said vote and each Director shall be given a copy, as well as the Office of the Secretary of State.

13. Amendments to the Articles of Incorporation:

a. May be proposed by any Director of the Corporation.

b. Amendments shall be offered in writing to each Director ten (10) days prior to any scheduled meeting. Majority vote of the shareholders shall determine the passage of an amendment.

c. Each shareholder shall be awarded one vote for each share of common stock owned at the time of any meeting called for the purpose of voting on an amendment.

d. Amendments to the Articles of Incorporation which are subsequently adopted shall be duly noted in the Minute Book and a certified copy thereof shall be forwarded to the Secretary of State.

IN WITNESS WHEREOF, the subscriber(s) hereto set hand(s) and seal(s) this 23 day of February, 2011.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 JUL 18 PM 2:10

Douglas A. Miller
DOUGLAS MILLER, V. PRESIDENT

BE IT KNOWN, that this day before me personally appeared **AVARITA MILLER**, known to me personally and acknowledged that the framing of the foregoing Articles of Incorporation was a free and voluntary act and that the facts therein are true and correct.


NOTARY PUBLIC

ALLEN H. GRUBER
MY COMMISSION # DD 823838
EXPIRES: January 17, 2013
Bonded Thru Budget Notary Services

STATE OF FLORIDA)
COUNTY OF DADE)SS

BE IT KNOWN, that this day before me personally appeared **DOUGLAS MILLER**, known to me personally and acknowledged that the framing of the foregoing Articles of Incorporation was a free and voluntary act and that the facts therein are true and correct.

NOTARY PUBLIC

ALEXANDER BEDOYA
MY COMMISSION # DD 828563
EXPIRES: October 6, 2012
Notarized Through Budget Notary Services

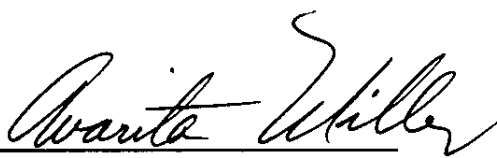
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

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In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **PROACTIVE EDUCATIONAL SYSTEMS, INC.** . qualifies under the Laws of the State of Florida, with its principal place of business at 10701 SW 164 ST., Miami, Florida 33157, State of Florida, has named **AVARITA MILLER** as its agent to accept service of process within Florida.

Signature: 
AVARITA MILLER
Title: President
Date: February 23, 2011

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 
AVARITA MILLER
Resident Agent
Date: 2/23/2011