

P 95 00000 9629

EDWARD T. CULBERTSON
ATTORNEY AT LAW
460 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33713
(ALSO ADMITTED TO PENNSYLVANIA BAR)
TELEPHONE 813 327 7526
January 25, 1995

FILED

95 FEB -1 PM 12 07

RECORDS SECTION
TALLAHASSEE

SECRETARY OF STATE
The Capitol
Tallahassee, Florida 32304
Attention: Corporation Division

500001396015
-02/01/95--01122--001
***122.50 ***122.50

RE: REAL ESTATE SCHOOL HEADQUARTERS, INC.

Dear Sir:

I am enclosing the original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

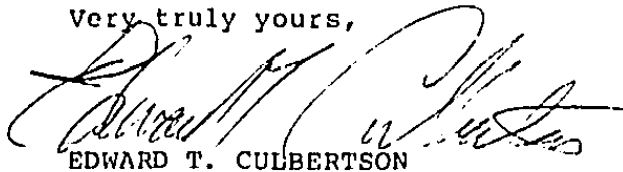
Also enclosed is a check for \$122.50 in payment of the following:

Filing Fee	\$35.00
One (1) Certified Copy	\$52.50
Registration of Registered Agent	\$35.00

Please certify the executed copy of the Articles of Incorporation and return it to me.

Thank you for your attention to this matter.

Very truly yours,



EDWARD T. CULBERTSON

ETC/as
Enclosures

ZHI
2-6-95

ARTICLES OF INCORPORATION
OF
REAL ESTATE SCHOOL HEADQUARTERS, INC.

FILED

95 FEB -1 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribe to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I.

The name of the corporation is REAL ESTATE SCHOOL HEADQUARTERS, INC.

II.

This corporation is organized for the purpose of owning and operating a real estate school for the purpose of providing accredited instruction in all phases of real property management and transactions, including, but not limited to, courses in salesmanship, brokerage, mortgage brokerage, investing, property sales and management, licensing, and related subjects; and for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes, Chapter 607.

III.

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock. The subscription of said stock shall be paid for in lawful money of the United States of America, or in other property, exclusive of stock or securities. In the event that any such property exchanged for stock has no easily certifiable value, such valuation shall be fixed by the Board of Directors at the regular or special meeting called for that purpose. The corporation may from time to time increase its capital stock to any amount that may be from time to time authorized by law.

IV.

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

V.

The mailing and street address of this corporation's principal office and of its initial registered office is 1 Beach Drive, S.E., #1110, St. Petersburg, Florida 33701-3954, and the initial registered agent at that address is FRANK L. COOKE, JR.

VI.

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Frank L. Cooke, Jr.
1 Beach Drive, S.E., #1110
St. Petersburg, Fl 33701-3954

Elizabeth C. Cooke
1 Beach Drive, S.E., #1110
St. Petersburg, Fl 33701-3954

VII.

The names and addresses of the persons signing these Articles are:

Frank L. Cooke, Jr.
1 Beach Drive, S.E., #1110
St. Petersburg, Fl 33701-3954

Elizabeth C. Cooke
1 Beach Drive, S.E., #1110
St. Petersburg, Fl 33701-3954

VIII.

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

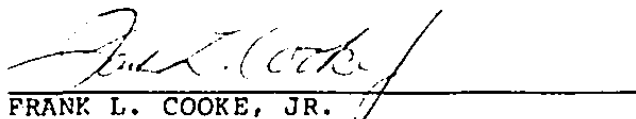
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 23 day of January, 1995.


FRANK L. COOKE, JR.


ELIZABETH C. COOKE

Having been named as Registered Agent and to accept service of process for this corporation at the address designated above, I hereby accept the appointment as Registered 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.


FRANK L. COOKE, JR.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared FRANK L. COOKE, JR, and ELIZABETH C. COOKE, to me well known to be the individuals described in and who executed the above and foregoing Articles of Incorporation of REAL ESTATE SCHOOL HEADQUARTERS, INC., and they acknowledged before me that they executed the Articles freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 21st day of January, 1995.



CANDACE N. SULLIVAN
My Comm. Exp. 11-6-95
Bonded by Service Ins. Co.

Candace N. Sullivan

Notary Public - State of Florida
My Commission expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared FRANK L. COOKE, JR., to me well known to be the individual described in and who executed the above and foregoing Articles of Incorporation of REAL ESTATE SCHOOL HEADQUARTERS, INC., he acknowledged before me that he subscribed his signature to the foregoing Articles of Incorporation as accepting the designation as Resident Agent for said corporation, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg last mentioned County and State, this 21st day of January, 1995.

Candace N. Sullivan

Notary Public - State of Florida
My Commission expires:



CANDACE N. SULLIVAN
My Comm. Exp. 11-6-95
Bonded by Service Ins. Co.

P95000009629



5355 Dr. M.L. King (9th) St. N.
St. Petersburg, FL 33703

ic _____

Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #) _____
- 2. _____ (Corporation Name) (Document #) **200002020982--3**
-12/05/96--01060--008
*****35.00 *****35.00
- 3. _____ (Corporation Name) (Document #) _____
- 4. _____ (Corporation Name) (Document #) _____

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 DEC -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*12/12
John
Name
Change*

Examiner's Initials _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 DEC -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

REAL ESTATE SCHOOL HEADQUARTERS, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I.

The name of the corporation is:

COOKE REAL ESTATE SCHOOL HEADQUARTERS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NO

THIRD: The date of each amendment's adoption: DECEMBER 3, 1996, EFFECTIVE: JANUARY 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

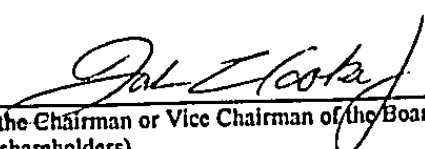
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3 of DECEMBER, 19 96.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FRANK L. COOKE, JR.
Typed or printed name

PRESIDENT / DIRECTOR
Title