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REMIT TO  
P.O. BOX 1200  
TAMPA FLORIDA 33601-1200

55 FEB 13 PM 4:47

February 7, 1995

Secretary of State  
State of Florida  
Charter Section, Division of  
Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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03/14/2000 01/01/2000 01/01/2000 01/01/2000 01/01/2000

Re: Emmanuel Achievement Center, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and a copy of the Articles of Incorporation for the above-referenced corporation, together with check number 96 in the amount of \$122.50, representing your filing fee, registered agent fee and fee for a certified copy of the Articles.

We would appreciate your filing the Articles and returning the certified copy to the undersigned at your earliest convenience.

If you should have any questions, please do not hesitate to call.

Very truly yours,

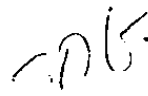
  
Victoria J. Alvarez

VJA/va  
Enclosures

cc: Ms. Nydia Torres

EFFECTIVE DATE

FEB 10 1995



ARTICLES OF INCORPORATION  
OF  
EMMANUEL ACHIEVEMENT CENTER, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Emmanuel Achievement Center, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

5421 Ripple Creek Drive  
Tampa, Florida 33625

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share. Each share of said stock shall entitle the

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THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on February 10, 1995, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 5421 Ripple Creek Drive, Tampa, Florida 33625 and the initial registered agent of this corporation at such office shall be NYDIA TORRES. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII

##### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful

acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, such member to hold office until her successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Nydia Torres	5421 Ripple Creek Drive Tampa, Florida 33625
Antonio Torres	5421 Ripple Creek Drive Tampa, Florida 33625

#### ARTICLE IX

##### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Nydia Torres	5421 Ripple Creek Drive Tampa, Florida 33625

#### ARTICLE X

##### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by

vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

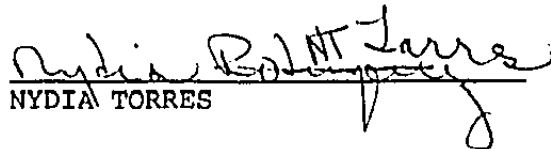
(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE XI

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
NYDIA TORRES

ACCEI PANCE OF SERVICE AS REGISTERED AGENT

The undersigned, NYDIA TORRES, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 8<sup>th</sup> day of February, 1995.

Nydia Torres  
NYDIA TORRES

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