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4/07/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000003972))

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TO: DIVISION OF CORPORATIONS

FROM: HENDERSON, FRANKLIN, STARNES & HOLT,

DEPARTMENT OF STATE

1715 MONROE ST

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409 EAST GAINES STREET

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PHONE: (813) 334-4121

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CRESTWELL SCHOOLS, INC.

FAX AUDIT NUMBER: H95000003972

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/07/1995

TIME REQUESTED: 10:47:13

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075410002172

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FILED
95 APR -7 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAX AUDIT NO.: H95000003972

**ARTICLES OF INCORPORATION
OF
CRESTWELL SCHOOLS, INC.**

FILED
95400-7 PM12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be CRESTWELL SCHOOLS, INC. The principal business address of the corporation is 769 Vinca Way, Sanibel, Florida 33957.

ARTICLE II. DURATION.

The corporation shall commence April 7, 1995 and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Five Thousand (5,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

Prepared by: James E. Kane, Esq.
Florida Bar No.: 779113
1715 Monroe Street
Fort Myers, FL 33901
(813) 334-4121

PAX AUDIT NO.: H95000003972

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ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Jean Hurlock

458 Lake Murex Circle
Sanibel, FL 33957

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two (2) Directors initially, and the name and address of the initial Directors are as follows:

Cindy Butterfield
769 Vinca Way
Sanibel, FL 33957

Jean Hurlock
458 Lake Murex Circle
Sanibel, FL 33957

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

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FAX AUDIT NO.: H95000003972

ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

Cindy Butterfield
769 Vinca Way
Sanibel, FL 33957

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 7th day of April, 1995.


CINDY BUTTERFIELD

FAX AUDIT NO.: H95000003972

- 3 -

FAX AUDIT NO.: 1195000003977

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Jean Hurlock
JEAN HURLOCK, Registered Agent

FILED
95 APR -7 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: 1195000003972

- 4 -

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4/10/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: HENDERSON, FRANKLIN, STARNER & HOLT,

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1715 NUNRUE ST

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409 EAST GAINES STREET

FORT MYERS FL 33902-0280

TALLAHASSEE, FL 32399

CONTACT: BARR D ISLE

FAX: (904) 922-4000

PHONE: (813) 334-4121

FAX: (813) 332-4494

((H95000004055))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CRESTWELL SCHOOLS, INC.

FAX AUDIT NUMBER: H95000004055

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/10/1995

TIME REQUESTED: 11:45:44

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$37.50

ACCOUNT NUMBER: 075410002172

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FAX AUDIT NO. : H9500004055

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DIVISION OF CORPORATIONS

95 APR 10 PM 2:39

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CRESTWELL SCHOOLS, INC.**

1. Article I of the Articles of Incorporation of CRESTWELL SCHOOLS, INC., is amended to read as follows:

ARTICLE I. NAME.

The name of the Corporation is CRESTWELL SCHOOL, INC.

2. The foregoing Amendment was adopted by the unanimous approval of all Shareholders of this Corporation entitled to vote thereon on the 10th day of April, 1995.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 10th day of April, 1995.


Cindy Butterfield, President

Attest:


Cindy Butterfield, Secretary

Prepared by: James E. Kane, Esq.
Florida Bar Number: 779113
1715 Monroe Street
Fort Myers, Florida 33901
(813) 334-4121

FAX AUDIT NO. : H9500004055