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TALLAHASSEE, FL 32301
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P9500029093

ACCOUNT NO. : 072100000032

REFERENCE : 579087 80892A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 13, 1995

ORDER TIME : 9:40 AM

ORDER NO. : 579087

CUSTOMER NO: 80892A

300001455433
-04/13/95--01013--006
****122.50 ****122.50

CUSTOMER: Stephen J. Kolaski, Esq
CATLIN SAXON TUTTLE AND
EVANS, P.A.
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: MACINSTITUTE FRANCHISE CORP.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN APR 13 1995

FILED
95 APR 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MacInstitute Franchise Corp.

FILED
95 APR 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

MacInstitute Franchise Corp.

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL OFFICERS

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

<i>President</i>	<i>Dean Snow, 3200 N. 29 Avenue, Hollywood, Florida 33020.</i>
<i>Vice-President/Treasurer</i>	<i>Arthur Snow, 3200 N. 29 Avenue, Hollywood, Florida 33020.</i>
<i>Vice-President/Secretary</i>	<i>Mark Miller, 3200 N. 29 Avenue, Hollywood, Florida 33020.</i>

ARTICLE V - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to: any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 3200 N. 29 Avenue, Hollywood, Florida 33020. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

*Stephen J. Kolski, Jr.
1700 Alfred I. duPont Building
169 East Flagler Street
Miami, Florida 33131.*

ARTICLE XIV - AMENDMENT

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.

ARTICLE XV - INCORPORATOR

The name and address of the person signing these articles of incorporation is:

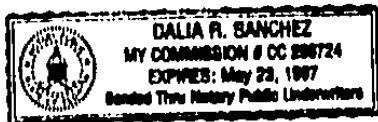
*Stephen J. Kolski, Jr., 1700 Alfred I. duPont Building,
169 East Flagler Street, Miami, Florida 33131.*

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of April, 1995.

Stephen J. Kolski, Jr. (SEAL)
STEPHEN J. KOLSKI, JR., as Incorporator

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 12th day of April, 1995 by Stephen J. Kolski, Jr., as Incorporator, who is personally known to me or who has produced _____ as identification.



Dalia R. Sanchez
Print Name: DALIA R. SANCHEZ
Notary Public, State of Florida

My Commission expires: 5/23/97

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

Dated this 12th day of April, 1995.



STEPHEN J. KOLSKI, JR.
Registered Agent

FILED
95 APR 13 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9500 0029093

CATLIN, SAXON, TUTTLE AND EVANS, P.A.

1700 ALFRED I. DUPONT BUILDING
180 EAST FLAGLER STREET
MIAMI, FLORIDA 33131-1208

FAX (305) 371-8011

(305) 371-9878

FILED
95 SEP -1 PM 4:03
TALLAHASSEE, FLORIDA

August 29, 1995

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

71000157855.7
-09/05/95--01013--005
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation of MacInstitute
Franchise Corp.

Dear Sirs:

Enclosed please find the original Articles of Amendment To Articles of Incorporation of MacInstitute Franchise Corp. and this firm's check payable to the Division of Corporations in the amount of \$43.75. This sum represents your amendment fee for amending the Corporation's Articles in the amount of \$35.00 and \$8.75 for a Certificate of Status acknowledging the name change. Please amend the Articles and return the Certificate of Status in the enclosed envelope.

Thank you for your prompt attention to this matter.

Sincerely,



Stephen J. Kolski, Jr.

SJK/drs
enclosures

cc: MacInstitute Franchise Corp.

N/c

VS SEP 11 1995

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
MACINSTITUTE FRANCHISE CORP.**

The following provisions of the Articles of Incorporation of MacInstitute Franchise Corp., a Florida Corporation, filed in Tallahassee on ~~September 3, 1991~~ ^{April 13, 1995}, be and are hereby amended as follows:

Article 1, be and is hereby amended to read as follows:

"The name of the Corporation shall be:

COMPrehend! FRANCHISE CORP."

The foregoing amendment was unanimously adopted by the Stockholders of the Corporation on the 28th day of August, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendments this 28 day of August, 1995.

MacINSTITUTE FRANCHISE CORP.,
now known as COMPrehend!
FRANCHISE CORP.

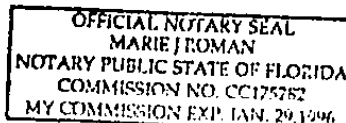
By: [Signature]
DEAN SNOW, President

By: [Signature]
MARK MILLER, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28th day of August, 1995 by Dean Snow, President of MacInstitute Franchise Corp. n/k/a COMPrehend! Franchise Corp. He is personally known to me and produced _____ as identification.

[Signature]
Print Name: MARIE J ROMAN
Notary Public, State of Florida



STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21st day of August, 1995 by Mark Miller, Secretary of MacInstitute Franchise Corp., n/k/a COMPrehend Franchise Corp. He is (personally known to me and produced _____ as identification.

Maria J. Roman
Print Name: MARIA J. ROMAN
Notary Public, State of Florida

