

P95000031432

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200000141532312
-04/24/95--01055--004
***131.25 ***131.25

Date: March 17, 1995

RE: Filing of corporate papers for APPLIED EDUCATIONAL RESOURCES INC.

To the Division of Corporations,

The following papers have been tendered to begin the process of organizing a corporate entity to be known as: Applied Educational Resources Inc.

Pursuant to the conversation with the Name Reservation Associate on this day, it is understood that the name Applied Educational Resources Inc. is not currently in use by any other entity. As instructed, these Articles of Incorporation are being filed directly under this new name, abrogating the need to first reserve the name.

Please find one (1) original and one (1) copy of the Articles of Incorporation, a letter of transmittal, a document declaring the registered agent as specified and the required filing fees.

Thank you in advance for your assistance in this process.

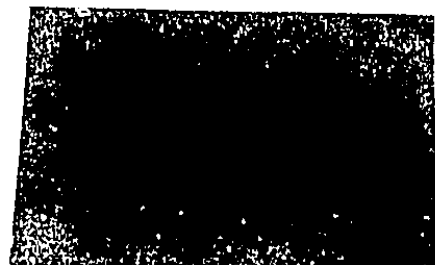
Sincerely,


Robert J. Petrlak

RP

Enclosures

DMC
3/21/95



~~308, 619, 620, 671~~

FILED
95 APR 21 PM 1:04
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Applied Educational Resources INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Robert J Petrak
Name (printed or typed)

7508 Garfield Street
Address

Hollywood, FL 33024
City, State & Zip

305-987-9785/986-9218
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1995

ROBERT J. PETRIAK
7508 GARFIELD STREET
HOLLYWOOD, FL 33024

SUBJECT: APPLIED EDUCATIONAL RESOURCES INC.
Ref. Number: W95000006202

- We have received your document for APPLIED EDUCATIONAL RESOURCES INC. and check(s) totaling \$131.25. However, your check(s) and document are being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the enclosed check for \$131.25 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 695A00012548

Re Submitted 4/17/95

ARTICLES OF INCORPORATION
OF
APPLIED EDUCATIONAL RESOURCES INC.

FILED
95 APR 21 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is :

APPLIED EDUCATIONAL RESOURCES INC.

The principal and mailing address of this corporation is:

4611 South University Drive, Davie, Florida 33328
Suite 164

ARTICLE II

DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00), par value common stock.

ARTICLE V

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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and shall be open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restriction.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the deceased shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4611 South University Drive, Davie, Florida 33328, Suite 164 and the name of the registered agent at that address is ROBERT J. PETRLAK.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Directors may be either increased or diminished from time to time by By-Laws, but shall never be less than one (1). The name and address of the Director of this corporation is: ROBERT J. PETRLAK of 7508 Garfield Street, Hollywood, Florida 33024.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Robert J. Petrlak of 7508 Garfield Street, Hollywood, Florida 33024

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

AMENDMENT

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

ARTICLE XII

SPECIAL PROVISIONS

It is the intention of the incorporators of Applied Educational Resources Inc. that they elect to be taxed as a small business corporation for income tax purposes pursuant to the applicable provisions of the Internal Revenue Code, and shall thereafter conduct business as a Sub-Chapter S corporation.

The undersigned incorporator(s) has(have) executed these Articles of
incorporation on

this 17 day of April, 19 45

STATE OF FLORIDA

COUNTY OF BROWARD

Robert James Peth

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

95 APR 21 PM 1:04

CLERK OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Applied Educational
Resources INC.

2. The name and address of the registered agent and office is:

Robert J. Petrlak
(Name)
4611 S. UNIVERSITY DR. SUITE 164
(P.O. Box not acceptable)
Davie, FL 33328
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Robert J. Petrlak
(Signature)

3/17/95
(Date)