

W95000034404

National Education Plans of America, Inc.

14310 N. Dale Mabry, Suite 100

Tampa, FL 33618

813-963-7300/Fax: 813-963-7982

April 17, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

FILED
95 MAY -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are the following items pertaining to the incorporation of the National Education Plans of America, Inc.

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Check payable to you for the following charges:

Filing Fee	\$35.00
Certified copy	\$52.50
Filing Registered Agent's Certificate	<u>\$35.00</u>

600001461426
-04/20/95--01082--006
****122.50 ****122.50

TOTAL \$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,


Don R. Coryell
Secretary

H.8IMS APR 24 1995

DRC/mc
Enclosures

621
W95-5764



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1995

DON R. CORYELL
14310 N DALE MABRY, 100
TAMPA, FL 33618

SUBJECT: NATIONAL EDUCATION PLANS OF AMERICA, INC.
Ref. Number: W95000008764

We have received your document for NATIONAL EDUCATION PLANS OF AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

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) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 295A00019393

*SORRY
THE "INCORPORATOR" PAGES WERE
INADEVERTANTLY OMITTED.*

Don R. Coryell
4-27-95

**ARTICLES OF INCORPORATION
OF
NATIONAL EDUCATION PLANS OF AMERICA, INC.**

FILED
95 MAY -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NATIONAL EDUCATION PLANS OF AMERICA, INC.

The address of the principal office of this corporation shall be 14310 North Dale Mabry Highway, Suite 100, Tampa, Florida, 33618, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 share of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 14310 North Dale Mabry Highway, Suite 100, Tampa, Florida, 33618, and the name of the initial registered agent of the corporation at that address is Robert B. Fabrizio.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert B. Fabrizio Director	14310 North Dale Mabry Highway, Suite 100 Tampa, Florida 33618
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Don R. Coryell Director	Same
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William Mannix Director	Same
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert B. Fabrizio President	14310 North Dale Mabry Highway, Suite 100 Tampa, Florida 33618
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Don R. Coryell Secretary	Same
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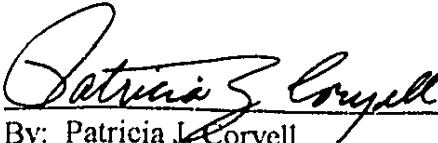
William Mannix Treasurer	Same
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ARTICLE VIII. INCORPORATOR

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

Patricia J. Coryell
4218 Fairway Run
Tampa, Florida 33624

IN WITNESS WHEREOF, the undersigned has hereunto set their hand
and seal on the 17th day of April, 1995.


By: Patricia J. Coryell

**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
NATIONAL EDUCATION PLANS OF AMERICA, INC.**

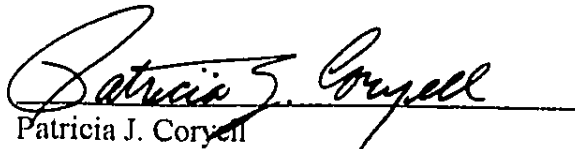
Patricia J. Coryell, as sole incorporator, for value received hereby assigns
any and all rights she may have as such incorporator to the following:

Robert B. Fabrizio

Don R. Coryell

William Mannix

Dated: April 17, 1995


Patricia J. Coryell

IN WITNESS WHEREOF, the undersigned , hereby executes these
Articles of Incorporation this 17 day of April, 1995.


Robert B. Fabrizio

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared ROBERT B. FABRIZIO, who acknowledged the signing of the foregoing instrument to be his free act and deed on behalf of such corporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my official seal on the 17th day of April, 1995.



MARGARET CANADY
COMMISSION # 414261
EXPIRES OCT 18, 1998

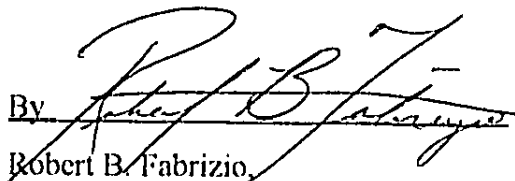
Margaret Canady

ACCEPTANCE OF REGISTERED AGENT


The undersigned, having been designated as Registered Agent in the above
and foregoing Articles of Incorporation of

NATIONAL EDUCATION PLANS OF AMERICA, INC.

does hereby accept such designation and agree to comply with the laws of the State
of Florida relative thereto.

By 
Robert B. Fabrizio,
Registered Agent

Sworn to and subscribed before me
this 17th day of April, 1995.


Notary Public, State of Florida
My Commission expires:



MARGARET CANADY
COMMISSION # 414261
EXPIRES OCT 18, 1998

Personally Known

FILED
95 MAY -3 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA