

P46000001748

Jonathan D. McGuffey
703 116th Avenue West
Tampa, FL 33612-5611

29 December 1995

FILED
JAN- MID: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Secretary of State
of the State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

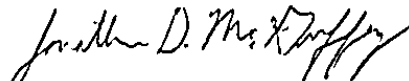
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Dear Secretary of State:


Enclosed find one original and one copy of the Articles of Incorporation of Computer Tutors of Tampa, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Computer Tutors of Tampa, Inc. is appreciated.

Respectfully,



Jonathan D. McGuffey
Incorporator

1-8-96


**ARTICLES OF INCORPORATION
OF
COMPUTER TUTORS OF TAMPA, INC.**

(A FLORIDA CORPORATION)

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Computer Tutors of Tampa, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The corporation shall have the power, in addition to and not in limitation of other powers, to adopt a plan or plans pursuant to Section 1244 of the Internal Revenue code and issue stock pursuant thereto.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

Six thousand (6,000) shares of the par value of one dollar (\$1.00) each, amounting to six thousand dollars (\$6,000).

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business, shall be and is the sum of \$600.

ARTICLE V

The corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial address of the principal office of this corporation shall be and is: 703 116th Avenue West, Tampa, Florida 33612-5611.

ARTICLE VII

The number of the Directors of this corporation shall be two. That number may be increased from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

The name and address of the first Board of Directors, who subject to the provisions of this Certificate of Incorporation, by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified.

NAME	STREET ADDRESS
Jonathan D. McGuffey	703 116th Avenue West Tampa, FL 33612-5611
Dewey G. Davis-Thompson	12418 Spicer Place, Apt. E Tampa, FL 33612

ARTICLE X

The name and mailing address of the incorporator is as follows:

NAME	STREET ADDRESS
Jonathan D. McGuffey	703 116th Avenue West Tampa, FL 33612-5611

ARTICLE XI

The officers of this corporation shall be a President, a Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders therein are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, incorporator has hereunto set my hand and seal this twenty-ninth day December, A.D. 1995, for the purpose of forming this corporation under the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

James D. McDuffy

State of Florida)

SS

County of Hillsborough)

Certificate Designating Place of Business or Domicile
for the
Service of Process within Florida
Naming Agent upon Whom Process may be Served

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55 JAN -2 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with section 48.091, Florida statutes, the following is submitted:

First, that Computer Tutors of Tampa, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, State of Florida, has named Jonathan D. McGuffey, located at 703 116th Avenue West, Tampa, Florida, as its agent to accept service within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jonathan D. McGuffey
Signature

29 December 1995
Date