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TALLAHASSEE FL 32309 CONTACT: RAY STORMONT
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(((H96000000517))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITED SCHOOLS OF AMERICA, INC.
FAX AUDIT NUMBER: H96000000517 CURRENT STATUS: REQUESTED
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UNITED SCHOOLS OF AMERICA, INC.
REF: W96000000905

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Loria Poole
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 11 PM 3:18

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ARTICLES OF INCORPORATION
OF
UNITED SCHOOLS OF AMERICA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME:

The name of the corporation shall be: UNITED SCHOOLS OF AMERICA, INC.

ARTICLE II. PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 10975 S.W. 40th Street, Suite 328, Miami, FL 33165.

ARTICLE III. SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 common shares each having a par value of \$0.50.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is: Lidia M. Gonzalez, 10975 S.W. 40th Street, Suite 328, Miami, FL 33165

ARTICLE V. NATURE OF BUSINESS:

The nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE VI. DIRECTORS:

The corporation shall have one director initially.

ARTICLE VII. INITIAL DIRECTOR:

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified is as follows:

Lidia M. Gonzalez. 10975 S.W. 40th Street, Suite 328, Miami FL 33165

Prepared by Alberto Benitez, CPA, PA (305) 221-4175

P.O. BOX 661937
Miami, FL 33205

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ARTICLE VIII. OFFICERS:

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided by the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws. The names of persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Lidia M. Gonzalez
10975 S.W. 40th Street, Suite 328
Miami, Fl. 33165

President/Secretary/Treasurer

ARTICLE IX. INCORPORATION:

The name and street address of the incorporator to these Articles of Incorporation is : Lidia M. Gonzalez, 10975 S.W. 40th Street, Suite 328, Miami, Fl 33165.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of January of 1996.


LIDIA M. GONZALEZ

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE.

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.

The name of the corporation is: UNITED SCHOOLS OF AMERICA, INC.

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

LIDIA M. GONZALEZ, 10975 S.W. 40th Street, Suite 328, Miami Fl. 33165.

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.

Lidia M. Gonzalez
Signature

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