

P96 0000005986

LEONARD J. MANKIN, P.A.

A PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

Corporate Square  
28050 U.S. 19 North, Suite 100  
Clearwater, Florida 34621

Also Admitted to Practice  
in Pennsylvania

TEL. • (813) 725-0559  
FAX • (813) 791-1517

January 16, 1996

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

500001691255  
-01/17/96--01109--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: EDUTECH CENTERS, INC.

Dear Sir:

I have enclosed the following documents for filing:

- Articles of Incorporation for Edutech Centers, Inc.
- Certificate of Acknowledgment of Registered Agent of Edutech Centers, Inc.
- Check in the amount of \$70.00 for the filing fees.

Thank you for your attention to this matter. If you have any questions, please contact me directly.

Very truly yours,



LEONARD J. MANKIN  
LJM/clb  
Enclosure

AL JAN 17 1995

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 17 PM 2:17

**ARTICLES OF INCORPORATION  
OF**

**EDUTECH CENTERS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JAN 17 PM 2:17

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation shall be:

**EDUTECH CENTERS, INC.**

**ARTICLE II**

**NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this Corporation is:

A. Any activity or business permitted under the laws of the United States of America and of the State of Florida including, but not limited to a private educational institution.

B. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in

any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate indebtedness as required.

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

G. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of the Corporation, or calculated to facilitate the same, including purchase of its own shares.

H. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

I. To engage in any and all lawful businesses, trades, occupations and professions.

J. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses

in this Article shall be regarded as independent objects and powers.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding in any time is 2000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

### **ARTICLE IV**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is to be:

28050 U.S. 19 North, Suite 100  
Clearwater, FL 34621

and the name of the initial registered and resident agent of this Corporation at that address is **LEONARD J. MANKIN**.

### **ARTICLE V**

#### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE VI**

#### **ADDRESS**

The initial street address of the principal office and the mailing address of this Corporation is to be:

1110 Fernwood Avenue  
Camp Hill, PA 17011

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

#### **ARTICLE VII**

##### **DIRECTORS**

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

#### **ARTICLE VIII**

##### **INITIAL DIRECTORS**

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Gary L. (G.L.) Royer	1110 Fernwood Avenue Camp Hill, PA 17011
Kenneth E. Whittington	1110 Fernwood Avenue Camp Hill, PA 17011
Lawrence Bennell	1110 Fernwood Avenue Camp Hill, PA 17011

#### **ARTICLE IX**

##### **SUBSCRIBERS**

The name and street address of the subscriber of these Articles of Incorporation are as follows:

Kenneth E. Whittington  
1110 Fernwood Avenue  
Camp Hill, PA 17011

**ARTICLE X**

**EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

**ARTICLE XI**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 11th day of January, 1996.

  
KENNETH E. WHITTINGTON  
INCORPORATOR

STATE OF PENNSYLVANIA  
COUNTY OF Cumberland

SWORN TO AND SUBSCRIBED before me personally appeared KENNETH E. WHITTINGTON, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed, and who is personally known to me.

WITNESS my hand and official seal in the County and State named above this 11th day of January, 1996.

  
Signature of Notary Public

Printed Name of Notary Public  
My commission expires:

NOTARIAL SEAL  
CAROLYN L. KRAMER, Notary Public  
Camp Hill Borough, Cumberland County  
My Commission Expires June 1, 1996

**REGISTERED AND RESIDENT AGENT CERTIFICATE**

**OF**

**EDUTECH CENTERS, INC.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 17 PM 2:18

In pursuance of Chapter 607.0501 and 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That the above-named Corporation desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation and shown below has named the undersigned as its agent to accept service of process within this state at the address set forth below.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.



**LEONARD J. MANKIN**  
Registered and Resident Agent

Date: 4/15/96

**Registered and Resident Agent's Information:**

County:	Pinellas
Mailing Address:	28050 U.S. 19 North, Suite 100 Clearwater, Florida 34621

# SEGAL Institute

(813) 535-0608

*Education With A Future*

P96000005986

April 25, 1996

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

Dear Mr. Harris:

Per our phone conversation on this day, I am requesting your office change the mailing address for EDUTECH CENTERS, INC., DOCUMENT NUMBER P96000005986 to 18850 U. S. 19 North, Suite 565, Clearwater, Florida, 34624.

Should you have any questions concerning this request, please feel free to contact me personally.

Sincerely,



Kenneth E. Whittington  
Vice President/Treasurer

Corp. address Change  
SH 5/1