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Lozier, Tipton, Tipton & Thomas
A Partnership of Professional Associations
Attorneys at Law

DANIEL R. LOZIER
ANN J. TIPTON
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ONE PENSACOLA PLAZA
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January 15, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32399

Re: Academic Development Associates, Inc.

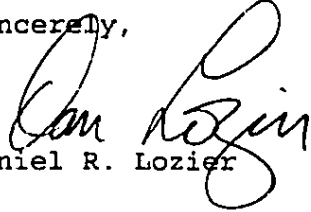
Dear Personnel:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Would you please file the originals and provide us with one certified copy of the Articles?

We are enclosing our check payable to your order in the amount of \$122.50 to cover the filing fee.

Please call my secretary as soon as the articles are filed and give her the charter number assigned to the corporation. We look forward to hearing from you soon. Thank you for your consideration.

Sincerely,


Daniel R. Lozier

DRL/lb
Enclosures

cc: Dr. & Mrs. Michael Hartsfield
Mr. Jim Hayden

400001694774
-01/22/96--01063--003
****122.50 ****122.50

B. REGISTER JAN 24 1996

ARTICLES OF INCORPORATION OF
ACADEMIC DEVELOPMENT ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Academic Development Associates, Inc., whose initial principal place of business is 125 W. Romana Street, Suite 222, Pensacola, Florida 32501.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized are:

(1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock.

FILED
96 JUN 22 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 125 W. Romana Street, Suite 222, Pensacola, Florida 32501 and the name of its initial registered agent at such address is Daniel R. Lozier.

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members which shall be appointed in accordance with and under the bylaws of the corporation. The number of directors may be increased or decreased as provided by the bylaws or by law but shall never be less than one.

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator is:

Name

Address

Daniel R. Lozier

125 W. Romana Street
Suite 222
Pensacola, FL 32501

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 12th day of

January, 1996.


DANIEL R. LOZIER, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th
day of January, 1996, by Daniel R. Lozier, who
is personally known to me or who has produced a driver's license as
identification and has not taken an oath.



OFFICIAL SEAL
LYDIA BRACKETT
My Commission Expires
Aug. 17, 1996
Comm. No. CC 222027

Lydia Brackett
LYDIA BRACKETT, NOTARY PUBLIC
Commission No. 00232037
My Commission Expires: 8-17-96

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered
Agent of ACADEMIC DEVELOPMENT ASSOCIATES, INC., a Florida
corporation, hereby certify that I am familiar with the obligations
provided for in Florida Statutes Chapter 607.0505 and hereby accept
the appointment of Registered Agent and hereby accept said
obligations.

DATED: 1/12/96

Daniel R. Lozier
DANIEL R. LOZIER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th
day of January, 1996, by Daniel R. Lozier, who

is personally known to me or who has produced a driver's license as identification and has not taken an oath.



OFFICIAL SEAL
LYDIA BRACKETT
My Commission Expires
Aug. 17, 1996
Comm. No. 00 222037

Lydia Brackett
LYDIA BRACKETT NOTARY PUBLIC
Commission No. 00 222037
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA