

2/22/96

((H9600002538))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
109 EAST GADSDEN STREET  
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING

RON

HALLEY BERENBERG

390 N. GADSDEN

P.O. BOX 3829

ORLANDO FL 32802-3829

CONTACT: MS. ROSE MARIE WALLACE

PHONE: (407) 426-2360

FAX: (407) 426-2361

((H96000002538))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

FAX AUDIT NUMBER: H96000002538

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

TIME REQUESTED: 09:30:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072100000223

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000002538))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Alt-M = Menu

1 EFFECTIVE DATE  
2-21-96

FILED  
96 FEB 22 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB 22 AM 10:47

CE. 110.110

1196000002538

FILED  
96 FEB 22 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ORLANDO INTERNATIONAL INSTITUTE FOR ADVANCED EDUCATION, INC.**

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be ORLANDO INTERNATIONAL INSTITUTE FOR ADVANCED EDUCATION, INC. and the business address and location of the corporation shall be 390 N. Orange Avenue, Suite 2500, Orlando, FL 32801.

**ARTICLE II**

**CORPORATE DURATION**

This corporation shall commence to exist on the execution and acknowledgment of these Articles of Incorporation. The duration of the Corporation is perpetual.

**ARTICLE III**

**GENERAL PURPOSE OF CORPORATION**

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Laurence C. Hanes, Esq.  
Sally, Feinberg & Hanes, P.A.  
P.O. Box 3829  
Orlando, FL 32802  
(407) 426-2360  
FL Bar # 237914

H 96000002538

Specifically, and not by way of limitation, a specific purpose of the Corporation is to provide educational programs to International business executives, and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares for which the Corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is J. Wayne Jones.

#### ARTICLE VI

##### INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

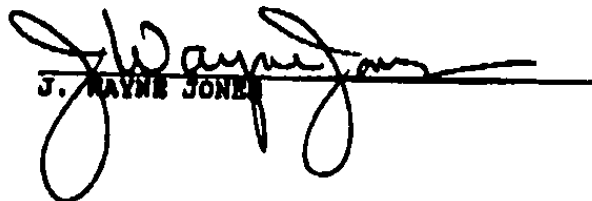
ARTICLE VIIINCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows: J. Wayne Jones, 390 N. Orange Avenue, Suite 2500, Orlando, FL 32801.

ARTICLE VIIIAMENDMENT


This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 21<sup>st</sup> day of February, 1996.

  
J. WAYNE JONES

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February, 1996 by J. Wayne Jones, to me personally known to be the person who executed the foregoing Articles of Incorporation.

  
Print Name: LAURENCE C. HAMM  
Notary Public, State of Florida

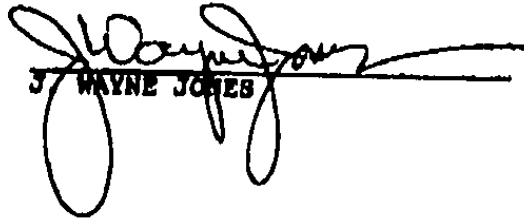
My Commission Expires:



LAURENCE C. HAMM  
MY COMMISSION / EXPIRES  
March 12, 2000  
EXEMPT FROM TYPED NAME REQUIREMENT, INC.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named in Article V as Registered Agent to accept service of process for this Corporation at the place designated in Article V, 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.

  
J. WAYNE JONES

Dated: February 21, 1996

FILED  
96 FEB 22 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GRAHAM & COTTRILL, P.A.**

CERTIFIED PUBLIC ACCOUNTANTS  
110 EAST HILLCREST STREET  
ORLANDO, FLORIDA 32801

**P96000016504**

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy
- ☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal 9-29-97
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

400002304524--4  
-09/26/97--01043--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Orlando International Institute  
for Advanced Education, Inc.

SECOND: The date dissolution was authorized: September 15, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 15th day of September, 1997

Signature



(By the Chairman or Vice Chairman of the Board, President, or other officer)

Christopher L. Cottrill

(Typed or printed name)

Chairman of the Board

(Title)

RECEIVED  
SEP 26 PM 12:04  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF ORANGE  
FLORIDA

THE VIRTUAL



UNIVERSITY

ORLANDO INTERNATIONAL INSTITUTE

FOR ADVANCED EDUCATION

## CORPORATE RESOLUTION

The Board of Directors, Officers and Shareholders of the Orlando International Institute for Advanced Education, Inc. have here by decided to cease operation and dissolve the Institution and to declare our intentions to the State of Florida. We the undersigned are taking this action for two reasons:

- 1) Mr. Jones, the majority shareholder and past Chairman and President of the Institute is leaving the United States and can no longer participate in the operations of the Institute.
- 2) Accordingly, Dr. Jonathus Moreira, the minority shareholder, has concluded it best to pursue his own interests in a new venture so as to remove himself from any potential conflict of interest with Mr. Jones or with any other member of the corporation.

This action is to be taken and registered with the State of Florida on September 15, 1997.

	APPROVED	DISAPPROVED	DATE
Mr. Christopher L. Cottrill Chairman	<u><i>C. Cottrill</i></u>	_____	<u>9-8-97</u>
Mrs. Lilian Mello President	<u><i>Lilian Mello</i></u>	_____	<u>9.8.97</u>
Mr. J. Wayne Jones Majority Shareholder	<u><i>C. Cottrill, Atty in Fact</i></u>	_____	<u>9-8-97</u>
Dr. Jonathus Moreira Minority Shareholder	<u><i>J. Moreira</i></u>	_____	<u>9-8-97</u>