

MAY 15, 1996 01:40:01 STRAWN & MONTGOMERY COHEN

NO. 956 P.1

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DIVISION OF CORPORATIONS FROM STRAWN & MONTGOMERY P.A.
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((H96000006828))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: ABC EDUCATION, INC.

FAX AUDIT NUMBER: H96000006828

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 15 AM 9:43

RECEIVED

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**Articles of Incorporation
Of
ABC EDUCATION, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

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96 MAY 14 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. - Name

The name of this corporation is:

ABC EDUCATION, INC.

Article II. - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common stock, consisting of one class, and having a par value of \$1.00.

Article IV. - Principal Office/Mailing Address

The principal office and mailing address of the corporation is: 915 Middle River Drive, Fort Lauderdale, Florida 33304.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 N. E. Fourth Avenue
Delray Beach, FL 33483
(407) 278-9400

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Article V. - Registered Office and Agent

The street address of the registered office of this Corporation is 915 Middle River Drive, Fort Lauderdale, Florida 33304, and the name of the registered agent of this Corporation at that address is Hilda F. Besner, Ph.D.

Article VI. - Initial Board of Directors

This corporation shall have eight (8) directors initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Joel Kimmel	915 Middle River Drive Fort Lauderdale, FL 33304
David Ferguson	915 Middle River Drive Fort Lauderdale, FL 33304
William Love	915 Middle River Drive Fort Lauderdale, FL 33304
Harvey Broman	915 Middle River Drive Fort Lauderdale, FL 33304
Marlene Urchin	915 Middle River Drive Fort Lauderdale, FL 33304
David Burkhead	915 Middle River Drive Fort Lauderdale, FL 33304
Hilda Besner	915 Middle River Drive Fort Lauderdale, FL 33304
Betsy Blake	915 Middle River Drive Fort Lauderdale, FL 33304

Article VII. - Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Joel Kimmel	915 Middle River Drive Fort Lauderdale, FL 33304

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Article VIII. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders, except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

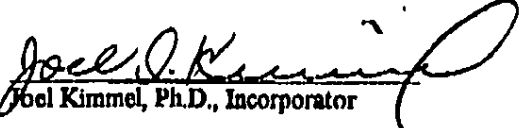
Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Article X - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law, provided such officer, director or former officer or director acts in good faith and within the scope of his or her duties.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 10, 1996.

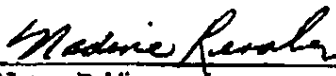

Joel Kimmel, Ph.D., Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Joel Kimmel, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of May, 1996.

(Notary Seal)


Notary Public
Print Name: NADINE RESSLER

My commission expires:



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the Registered Agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

Hilda F. Besner
Hilda F. Besner, Ph.D.
Registered Agent

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TALLAHASSEE, FLORIDA

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