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JOHNSON & MOUNT  
ATTORNEYS-AT-LAW

HENRY PAUL JOHNSON, P.A.  
DICK W. MOUNT, JR., P.A.  
TRACEY A. WRIGHT  
\*Also admitted in Ohio

6736 LONE OAK BOULEVARD  
NAPLES, FLORIDA 34109-6834  
(941) 891-0133  
FAX (941) 891-0787

July 18, 1996

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

3000001800903  
-07/23/96--01003--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Professional Assn. Scholastic Services, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of Professional Assn. Scholastic Services, Inc., original Certificate Designating Place Of Business Or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served and our Firm trust account check in the amount of \$122.50.

Please form this corporation and send us a certificate stating same.

Please feel free to contact me if you have any questions.

Very truly yours,

*Henry Paul Johnson*

Henry Paul Johnson

Signed in Mr. Johnson's absence to expedite service

HPJ/tnn  
Enclosures

*DMC*  
*7-28-96*

FILED  
96 JUL 22 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL ASSN. SCHOLASTIC SERVICES, INC.

FILED  
95 JUL 22 PM 4:10  
TALLAHASSEE  
STATE  
FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That I, MARY CELINE CONRICK, the undersigned, has this day voluntarily associated myself for the purpose of forming a corporation under the laws of the State of Florida, and to that end does hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the proposed corporation is PROFESSIONAL ASSN. SCHOLASTIC SERVICES, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

The type, amount and value of the capital stock of this corporation is 1,000 shares at a par value of \$1.00.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The post office address of the temporary principal office of the corporation is: 631 Lambton Lane, Naples, Florida 34104.

#### ARTICLE VI

The number of directors of the corporation shall not be less than one (1).

#### ARTICLE VII

The named of the first officers are:

MARY CELINE CONRICK	President	Whose address is: 631 Lambton Lane Naples, Florida 34104
CHARLES J. CONRICK IV	Vice President	Whose address is: 631 Lambton Lane Naples, Florida 34104
CHARLES J. CONRICK IV	Secretary	Whose address is: 631 Lambton Lane Naples, Florida 34104
MARY CELINE CONRICK	Treasurer	Whose address is: 631 Lambton Lane Naples, Florida 34104

#### ARTICLE VIII

The name of the first directors are:

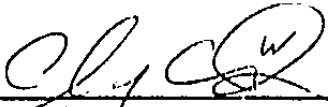
MARY CELINE CONRICK	Whose address is:	631 Lambton Lane Naples, Florida 34104
CHARLES J. CONRICK IV	Whose address is:	631 Lambton Lane Naples, Florida 34104

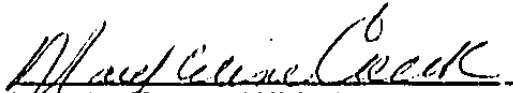
#### ARTICLE IX

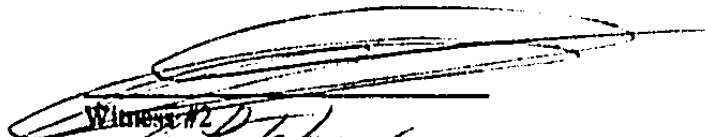
The undersigned being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation, to do business within and without the State of Florida, and pursuant to the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does

respectfully agree to take the number of shares hereinbefore set forth, and accordingly has hereunder set her hand and seal, this 10 day of July, 1996.

WITNESSES:

  
Witness #1  
CHARLES J. CONRICK, JR.  
Printed Name of Witness #1


  
MARY CELINE CONRICK  
631 Lambton Lane  
Naples, Florida 34104

  
Witness #2  
JOHN J. JOHNSON  
Printed Name of Witness #2

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this date, before, me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared MARY CELINE CONRICK, who is [ ] personally known to me or who [X] produced a driver's license as identification and who executed the foregoing instrument and acknowledged before me that she executed the foregoing Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal in the State and County aforementioned this \_\_\_\_ day of July, 1996.

  
Notary Public  
Printed Name of Notary:  
My Commission Expires:



Tara N. Nossichin  
MY COMMISSION # CC500987 EXPIRES:  
October 11, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

FILED  
96 JUL 22 PM 4:10  
TALLAHASSEE FLORIDA

Pursuant to Chapter 48.092, Florida Statutes, the following is submitted in compliance  
with said Act:

FIRST: That, PROFESSIONAL ASSN. SCHOLASTIC SERVICES, INC., desiring  
to organize under the laws of the State of Florida with its temporary principal office as indicated  
in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has  
named HENRY PAUL JOHNSON, ESQ. as its agent to accept service of process within this  
State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at 6736  
Lone Oak Boulevard, Naples, Florida 34109, I, HENRY PAUL JOHNSON, hereby accept to  
act in this capacity, and agree to comply with the provision of said Act relative to keeping open  
said office.

7-10-96  
Date

  
HENRY PAUL JOHNSON

STATE OF FLORIDA  
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to  
administer oaths and take acknowledgements, personally appeared HENRY PAUL JOHNSON  
who is personally known to me and upon being duly sworn, stated that he signed and executed

the foregoing Certificate for the uses and purposes therein set forth.

10th WITNESSETH my hand and official seal in the State and County aforementioned this day of July, 1996.

Tara N. Neeslein

Notary Public

Printed Name of Notary:

My Commission Expires:



Tara N. Neeslein  
MY COMMISSION # CC500987 EXPIRES  
October 11, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.