

P96000070649

TRANSMITTAL LETTER

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

200001929762
-08/22/96--01064--013
***131.25 ***131.25

SUBJECT: Learn and Grow Educational opportunity centers, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Hy M. Schwartz
Name (printed or typed)

16332-90th St. North
Address

Loxahatchee, Florida 33470
City, State & Zip

561-753-3203
Daytime Telephone number

FILED
96 AUG 22 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 26 1996 BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

96 AUG 22 11:00 AM
TALLAHASSEE STATE
FLORIDA

ARTICLE 1. The name of the Corporation is:
Learn and Grow Educational Opportunity Centers, Inc.

ARTICLE 2. The principal place of business and mailing address of this corporation is:
16332-90th Street North, Loxahatchee, Florida 33470

ARTICLE 3. The corporation is authorized to issue one class of stock, that being 1000 shares of no par value, common stock, with identical rights and privileges, transfer of which is restricted according to the bylaws of the corporation.

ARTICLE 4. The name and address of the corporation's initial registered agent is:
Hy M. Schwartz 16332-90th Street North, Loxahatchee, Florida 33470

ARTICLE 5. The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Hy M. Schwartz 16332-90th Street North, Loxahatchee, Florida 33470
Alma N. Schwartz 16332-90th Street North, Loxahatchee, Florida 33470

ARTICLE 6. The initial Board of Directors shall have 2 members whose name and address are:

Hy M. Schwartz 16332-90th Street North, Loxahatchee, Florida 33470
Alma N. Schwartz 16332-90th Street North, Loxahatchee, Florida 33470

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

ARTICLE 7. No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self dealing, intentional misconduct, or illegal actions.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20th day of August, 1996.

Signature Hy M. Schwartz

Signature Alma N. Schwartz

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 AUG 22 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LEARN and Grow Educational Opportunity Centers, Inc.

2. The name and address of the registered agent and office is:

Hy M. Schwartz
(NAME)

16332-90th Street North
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

LOXAHATCHEE, Florida 33470
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Hy M. Schwartz
(SIGNATURE)

8/20/96
(DATE)

P96000070649

12-26-96

DEAR SIR,

Please find an enclosed Articles of Dissolution. Dissolution Incorporation should be immediate.

FILED
95 DEC 30 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check for 96.25 for dissolution #35, certified copies (1) @ 52.50, and certificate of status, 8.75.

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-12/30/96--01064--014
*****96.25 *****96.25

Please send information to:

Hy M. Schwartz
16332-90th street North
Loxahatchee, Florida
333470

561 753-3378

Hy Schwartz DAVE

Sincerely,

AUTHORIZATION BY PHONE TO

CORRECT

ADD 1500

DATE

1-10

DOC. EXAM

DC

Hy M. Schwartz

VDIS
10/26/96
1-10

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Learn and Grow Educational Opportunity Centers, Inc.

SECOND: The articles of incorporation were filed on: August 22, 1996

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 26th day of December, 1996

Signature Hy M. Schwartz Alma N. Schwartz
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Hy M. Schwartz ALMA N. Schwartz
(Typed or printed name)

Incorporator/President Incorporator
(Title)

FILED
96 DEC 30 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA