

P96000077056

September 12, 1996

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

Re: New application- Road Scholars, Incorporated

Dear Sir or Madam:

Enclosed you will find:

1 original- articles of incorporation

1 copy- articles of incorporation

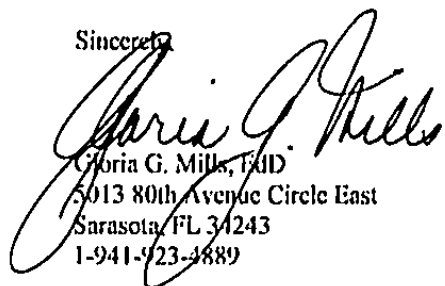
1 check in the amount of \$70.00

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*****70.00 *****70.00

Please call me if anything else is needed to file this corporation.

Thank you for your assistance.

Sincerely,


Gloria G. Mills, Esq.
5013 80th Avenue Circle East
Sarasota, FL 34243
1-941-923-4889

SEP 17 1996

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
Road Scholars, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, subscribes to these Articles of Incorporation to hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is Road Scholars Inc.

ARTICLE TWO

The general purpose for which this corporation is organized is to transact any lawful business for which the corporation may be incorporated under the General Corporation Act.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is: Ten Thousand (10,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE FOUR

The initial post office address of the principal office of this corporation in the State of Florida is: 3900 Clark Road, Building I, Suite B, Sarasota, Florida 34233. The name and address of the registered agent is: Gloria Gill Mills, 5013 80th Avenue Circle East, Sarasota, Florida, 34243. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE FIVE

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders.

ARTICLE SIX

The name and post office address of the members of the first Board of Directors is:

Gloria Gill Mills

5013 80th Avenue Circle East

Sarasota, Florida 34243

Joseph C. Mills

5013 80th Avenue Circle East

Sarasota, FL 34243

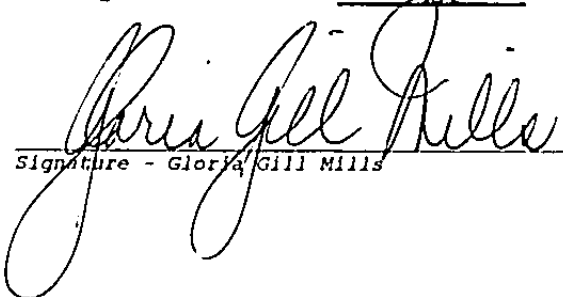
ARTICLE SEVEN

The name and street address of the incorporator signing these documents is: Gloria Mills, 5013 80th Avenue Circle East, Sarasota, Florida, 34243.

ARTICLE EIGHT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporator has executed these articles of Incorporation this 12th day of September, 1996


Signature - Gloria Gill Mills



STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Gloria Gill Mills, to me known _____ (or produced identification _____) to be the person described as a subscriber in and who has executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 12th day of September, 1996



Janice Devine
Notary Public

My Commission expires: 10 / 9 / 99

Identification Produced: FL. Drivers license

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: Road Scholars, Inc.
2. The name and address of the registered agent and office is:
Gloria Gill Mills
5013 80th Avenue Circle East
Sarasota, Florida, 34243

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.

Gloria Gill Mills 9/12/96
Signature - Gloria Gill Mills Date



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA