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LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

2700 SUNTRUST FINANCIAL CENTRE  
401 EAST JACKSON STREET  
TAMPA, FLORIDA 33602-5230

FAX (813) 223-4410

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Legal Assistant

DIRECT DIAL NUMBER  
(813) 222-0025

WEST PALM BEACH, FLORIDA  
ORLANDO, FLORIDA  
DETROIT, MICHIGAN  
LANSING, MICHIGAN

October 10, 1996

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-10/15/96--01134--016  
\*\*\*\*122.50 \*\*\*\*122.50

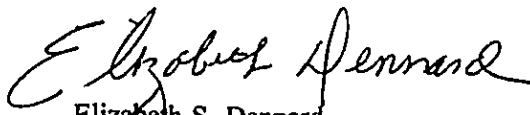
Re: Incorporation of Specialized Educational Consultants, Inc.

Gentlemen:

Enclosed are two (2) executed copies of the Articles of Incorporation of the above-referenced entity along with a check, payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee.

Please return the certified copy to the attention of the undersigned.

Very truly yours,

  
Elizabeth S. Dennard  
Legal Assistant

ESD/awl  
Enclosures

TAMPA/72131.1

FILED  
96 OCT 14 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN OCT 16 1996

EFFECTIVE DATE  
Nov 1 1996

ARTICLES OF INCORPORATION  
OF  
SPECIALIZED EDUCATIONAL CONSULTANTS, INC.  
FILED  
96 OCT 14 AM 9:36  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Specialized Educational Consultants, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on November 1, 1996.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of one penny (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

David Goldstein  
220 E. Madison  
Suite 600  
Tampa, FL 33601

#### **ARTICLE VI - CORPORATE ADDRESS**

The street address of the Corporation is:

220 E. Madison  
Suite 600  
Tampa, FL 33601

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Directors are elected/appointed as set forth in Section 7, Article II of the Corporate By-Laws. This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

##### **NAME**

Joanne Nelson

##### **ADDRESS**

220 E. Madison  
Suite 600  
Tampa, FL 33601

#### **ARTICLE VIII - BY LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI - INCORPORATION**


The name and address of the person signing these Articles is:

David Goldstein  
220 E. Madison  
Suite 600  
Tampa, FL 33601

**ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this <sup>th</sup>  
11 day of October, 1996.

  
\_\_\_\_\_  
David Goldstein

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN HIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 11<sup>th</sup> day of October, 1996

  
\_\_\_\_\_  
David Goldstein

FILED  
96 OCT 14 AM 9:36  
TALLAHASSEE, FLORIDA