

Law Office of  
Joan Nelson Hook, P.A.

Joan Nelson Hook  
Attorney at Law

Phone: (813) 842-1001  
Fax: (813) 848-0602  
E-mail: jnh@netnet.com

Secretary of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32399

200001973842--4  
-10/15/96--01088--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MOTIVATE TO EDUCATE, INC.

Dear Sir:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed -- MOTIVATE TO EDUCATE, INC..

Also enclosed please find our check in the amount of \$122.50. This check includes payment for the following:

Filing Fee	\$35.00
Registered Agent's Designation	52.50
Certified Copy of Articles	<u>35.00</u>
TOTAL	\$ 122.50

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate.

Your cooperation in this matter is appreciated.

Sincerely,

*Joan Nelson Hook*  
Joan Nelson Hook, Esquire

JNH/clg

Enclosures

CC: Margaret Cullen

FILED  
96 OCT 14 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Carol Goodrich  
Sane Authorization  
for correct Article  
10/14*

ARTICLES OF INCORPORATION  
OF  
MOTIVATE TO EDUCATE, INC.

---

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 14 PM 3:09

FILED

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is MOTIVATE TO EDUCATE, INC..

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of developing educational materials, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having the par value of \$10.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 5520 Bowline Bend, New Port Richey, Florida 34652. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
MARGARET CULLEN	5520 Bowline Bend New Port Richey, Florida 34652

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

MARGARET CULLEN	5520 Bowline Bend New Port Richey, Florida 34652
-----------------	---

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4918 Floramar Terrace, New Port Richey, Florida 34652, and the name of the initial registered agent of this corporation is JOAN NELSON HOOK, ESQUIRE.

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are filed.

#### ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power

for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

ARTICLE XV - AMENDMENT

These 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 Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of September, 1996.

  
MARGARET CULLEN  
Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **MARGARET CULLEN**, to me well known to be the person described in and who executed the foregoing instrument, and she acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of September, 1996.

Carol Goodrich  
NOTARY SIGNATURE



CAROL GOODRICH  
My Comm. No. CC840810  
Expires Mar. 18, 2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Joan Nelson Hook  
JOAN NELSON HOOK, ESQUIRE  
Registered Agent

FILED  
96 OCT 14 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P96000085346  
Law Office of  
Joan Nelson Hook, P.A.

Joan Nelson Hook  
Attorney at Law

Phone: (813) 842-1001  
Fax: (813) 848-0602  
E-Mail: joanh@sanctum.com

October 9, 1997

Secretary of State  
Division of Corporation  
The Capitol  
Tallahassee, Florida 32399

500002319335--7  
-10/13/97--01136--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Motivate to Educate, Inc.  
Dissolution of Corporation

Dear Sir:

Enclosed please find the Articles of Dissolution for the above referenced corporation.

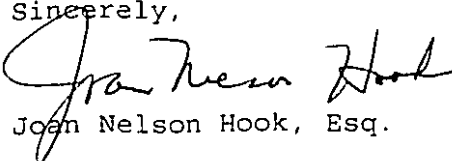
Also enclosed please find our check in the amount of \$87.50. This check includes payment for the following:

Filing Fee	\$35.00
Certified Copy of Dissolution	52.50
TOTAL	\$87.50

Please send the certified copy back to the undersigned.

Your cooperation in this matter is appreciated.

Sincerely,

  
Joan Nelson Hook, Esq.

JNH/clg

Enclosure

CC: Margaret Cullen

VS OCT 2, 1997

*Voldis*

Law Office of  
*Joan Nelson Hook, P.A.*

Joan Nelson Hook  
Attorney at Law

Phone (813) 842-1001  
Fax (813) 848-0602  
E Mail joanh@sanctum.com

October 17, 1997

Secretary of State  
Division of Corporations  
ATTN: Velma Shepard  
PO Box 6327  
Tallahassee, FL 32314

**RE: Motivate to Educate, Inc.  
Dissolution of Corporation**

Dear Ms. Shepard:

Enclosed you will find a copy of the Resolution to Dissolve for the above referenced corporation.

If you need anything further, please call. Thank you for your cooperation.

Sincerely,

*Carol L. Goodrich for,*

Joan Nelson Hook, Esq.

JNH/cg

Enclosure



ARTICLES OF DISSOLUTION

OF

MOTIVATE TO EDUCATE, INC.

FILED  
97 OCT 20 AM 8:31

WHEREAS, the undersigned officers of MOTIVATE TO EDUCATE, INC., do hereby submit these Articles of Dissolution to the Secretary of State for the purpose of dissolving MOTIVATE TO EDUCATE, INC., and state as follows:

a. Name of corporation to be dissolved:

MOTIVATE TO EDUCATE, INC.

b. Name and address of the officers of the corporation to be dissolved:

President MARGARET CULLEN  
5520 Bowline Bend, New Port Richey, FL 34652

Vice President MARGARET CULLEN  
5520 Bowline Bend, New Port Richey, FL 34652

Treasurer MARGARET CULLEN  
5520 Bowline Bend, New Port Richey, FL 34652

Secretary MARGARET CULLEN  
5520 Bowline Bend, New Port Richey, FL 34652

c. Name and address of the directors of the corporation to be dissolved:

MARGARET CULLEN, 5520 Bowline Bend, New Port Richey, FL 34652

d. All liabilities and obligations of the corporation have been discharged.

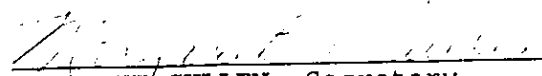
e. All remaining property and assets of the corporation have been distributed among the Shareholders in accordance with their respective rights and interest.

f. There are no actions pending against the corporation in any Court and to the best of its knowledge has no Judgment, Order or Decree which has been entered against or is pending against the corporation.

g. The corporation elected to dissolve by act of the corporation, a copy of said Resolution to Dissolve, adopted by unanimous consent of the Shareholders of the Corporation was passed on the 1st day of August, 1997, and is attached hereto and made a part hereof.

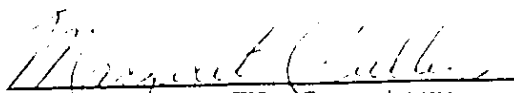
Dated: September 15, 1997

  
MARGARET CULLEN, President

  
MARGARET CULLEN, Secretary



STATE OF FLORIDA  
COUNTY OF PASCO

On the 15th day of September, 1997, before me, CAROL GOODRICH, a Notary Public for said county, appeared MARGARET CULLEN, personally known by me and whom, after being duly sworn, says that she is the secretary of MOTIVATE TO EDUCATE, INC., and acknowledges that said instrument was signed and sealed in behalf of said corporation by authority of its shareholders and MARGARET CULLEN, its president, and MARGARET CULLEN, its secretary executing said instrument.

  
MARGARET CULLEN, Secretary

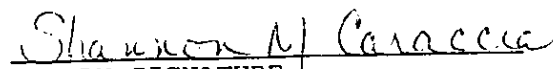
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MARGARET CULLEN, to me well known to be the President and Secretary of MOTIVATE TO EDUCATE, INC., respectively, and that she acknowledged executing the same freely and voluntarily under authority duly vested in her by said corporation.

STATE OF FLORIDA  
COUNTY OF PASCO

  
 SHANNON M. CARACCIA  
My Commission CC457899  
Expires May 01, 1999  
Bonded by HAI  
800-422-1555

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MARGARET CULLEN, to me well known to be the person described, and who executed the foregoing instrument, and she acknowledged before me the matters and things contained in the above and foregoing are true and correct, and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of September, 1997.

  
NOTARY SIGNATURE


 SHANNON M. CARACCIA  
My Commission CC457899  
Expires May 01, 1999  
Bonded by HAI  
800-422-1555

RESOLUTION OF DISSOLUTION  
OF  
MOTIVATE TO EDUCATE, INC.

In accordance with Florida Statute 607.0704, MARGARET CULLEN, sole shareholder and sole director of MOTIVATE TO EDUCATE, INC., a Florida Corporation, incorporated October 14, 1996, hereby resolves to dissolve said corporation.

A copy of the Resolution shall be served on the registered agent, JOAN NELSON HOOK, 4918 Floramar Terrace, New Port Richey, FL 34652.

Date: August 1, 1997.  
New Port Richey, FL

  
MARGARET CULLEN  
Director  
Sole Shareholder  
MOTIVATE TO EDUCATE, INC.