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October 16, 1996

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

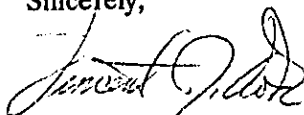
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*****70.00 *****70.00

Re: Incorporation of PALMBROOK ELEMENTARY SCHOOL, INC.

Enclosed please find a self-addressed envelope, the original and a copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a check in the amount of \$70.00 representing the filing fees for the above-named proposed Florida corporation. Please return a clocked in copy of the Articles and Certificate as confirmation of filing.

Thank you for your assistance in this matter.

Sincerely,



Vincent J. Owoc
Attorney at Law

96 OCT 21 PM 12:49
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Enclosure

VJO/as

10/23/96

ARTICLES OF INCORPORATION

OF

PALMBROOK ELEMENTARY SCHOOL, INC.

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby makes, adopts, subscribes and acknowledges before a Notary Public, and files with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE ONE

Name

The name of the corporation is PALMBROOK ELEMENTARY SCHOOL, INC.

ARTICLE TWO

Mailing Address and Principal Office

The mailing address and principal office of the corporation is 14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325

ARTICLE THREE

Purpose

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of Common Stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE FIVE

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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 SIX

Registered Office and Agent

The street address of the initial registered office of the corporation is 14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325, and the name of its initial registered agent at that address is JULIE A. DeGREEFF. Notwithstanding the above, this corporation may move the principal office to any other address.

ARTICLE SEVEN

Incorporator

The name and address of the incorporator is:

JULIE A. DeGREEFF

14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325

ARTICLE EIGHT

Directors

The initial board of directors of the corporation shall consist of two directors and such directors shall hold office for the first year of the corporation's existence, or until a successor has been duly elected and qualified, or until their earlier resignation, removal from

office or death. The number of directors may be either increased or decreased by the bylaws of the corporation but shall never be less than one. The name and address of the initial directors are:

JULIE A. DeGREEFF

14701 SOUTHWEST 20TH STREET, DAVIE, FLORIDA 33325

and

PATRICIA SANTARCANGELO

12133 NORTHWEST 27TH DRIVE, CORAL SPRINGS, FLORIDA 33065.

ARTICLE NINE

Indemnification

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

ARTICLE TEN

By-laws

The shareholders of the corporation shall have the power to adopt, alter, amend or repeal the by-laws of the corporation.

ARTICLE ELEVEN

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles

of Incorporation this 10th day of October, 1996.



JULIE A. DeGREEFF

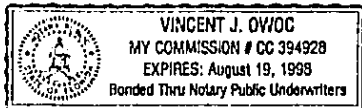
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, JULIE A. DeGREEFF, who is personally known to me or who has produced a Florida Driver's License as identification and who, after being by me first duly cautioned and sworn, deposes and says under oath that she is the party to the foregoing Articles of Incorporation and she executed such articles voluntarily, and that the facts therein are true.

WITNESS my hand and seal at Davie, Florida, the day and date first above set forth.

My commission expires:


Notary Public, State of Florida



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
CORPORATIONS
95 OCT 31 PM 12:49

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: PALMBROOK ELEMENTARY SCHOOL, INC.

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

JULIE A. DeGREEFF

(NAME)

14701 SOUTHWEST 20TH STREET

(P.O. BOX NOT ACCEPTABLE)

DAVIE, FLORIDA 33325

(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.

SIGNATURE

Julie A. DeGreeff

DATE OCTOBER 10, 1996