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PEEBLES & GRACY, P.A.

ATTORNEY AND COUNSELOR AT LAW

FREDERICK T. PEEBLES

1902 - 1982

GREGORY D. GRACY

November 27, 1996

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Corporate Records Bureau  
Division of Corporation  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: SUNCOAST EDUCATIONAL SERVICES, INC.

Dear Sir or Madam:


Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above.

Also enclosed is our check for \$122.50 to cover the cost of the following services:

Filing fee for profit corporation	\$ 35.00
Certificate designating Registered Agent	35.00
Certified copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

We appreciate your assistance in this matter. If anything further is required, please advise.

Very truly yours,

  
Gregory D. Gracy

GDG:bbh

Enc.

cc: S. I. Guerin

FILED  
96 DEC -2 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-5-96  
KR

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNCOAST EDUCATIONAL SERVICES, INC.**  
A Florida Corporation

FILED  
96 DEC -2 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation shall be:  
Suncoast Educational Services, Inc.

**ARTICLE II**

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

**ARTICLE III**

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

**ARTICLE IV**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock at **\$1.00** par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

#### ARTICLE V

The Initial street address of the principal office of this Corporation in the State of Florida is 2102 Summit Way, Palm Harbor, Florida 34684. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

#### ARTICLE VI

This Corporation shall have one (1) director initially; the number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders.

#### ARTICLE VII

The name and address of the member of the first Board of Directors are:

Sandra I. Guerin  
P.O. Box 2258  
Palm Harbor, FL 34682

#### ARTICLE VIII

Pursuant to §48.091, Florida Statutes, Sandra I. Guerin, whose street address is 2102 Summit Way, Palm Harbor, FL 34684, is hereby named as agent of this Corporation to accept service of process within the State of Florida. The said Sandra I. Guerin, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of §607.0505, Florida Statutes, relative to keeping open said office of the corporation located at the above address.

#### ARTICLE IX

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

ARTICLE X


The name and street address of the Incorporator to these Articles of Incorporation are: Sandra I. Guerin  
2102 Summit Way  
Palm Harbor, FL 34694

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 27<sup>th</sup> day of November, 1996.

  
SANDRA I. GUERIN

ACCEPTANCE BY REGISTERED AGENT

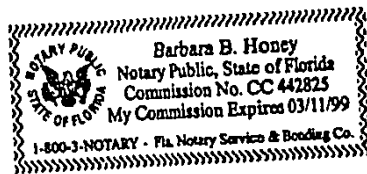
I, SANDRA I. GUERIN, agree to accept the designation of Registered Agent for **Suncoast Educational Services, Inc.**, and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

  
SANDRA I. GUERIN  
Registered Agent

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of Nov., 1996, before me, the undersigned authority, by **Sandra I. Guerin**, as Incorporator and Registered Agent of **Suncoast Educational Services, Inc.**, who is personally known to me.



*Barbara B. Honey*  
Barbara B. Honey, Notary Public  
Commission Exp. 3/11/99

FILED  
96 DEC -2 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA