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A PROFESSIONAL ASSOCIATION

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*BOARD CERTIFIED
CIVIL TRIAL LAWYERS

PLEASE REPLY TO
FORT LAUDERDALE OFFICE

FORT LAUDERDALE OFFICE:
790 E. BROWARD BLVD., SUITE 400
FORT LAUDERDALE, FLORIDA 33301

PALM BEACH OFFICE:
PHILLIPS POINT
WEST PALM BEACH, FL 33401

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FORT LAUDERDALE, FLORIDA 33303-0220

TELECOPIER (954) 463-2444
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January 8, 1997

VIA FED EX

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-01/10/97--01016--019
****122.50 ****122.50

Re: **Village Schools, Inc.**
Our File No. 96541

Gentlemen:

Enclosed is this firm's check in the amount of \$122.50 together with the original and a copy of the Articles of Incorporation of Village Schools, Inc. Please accept the Articles for filing and return a certified copy of same to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

Robert E. Murdoch
ROBERT E. MURDOCH
For the Firm

REM/dd
Enclosures

FILED
97 JAN -9 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/15

**ARTICLES OF INCORPORATION
OF
VILLAGE SCHOOLS, INC.**

FILED
97 JAN -9 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

VILLAGE SCHOOLS, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- (a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.
- (b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.
- (c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 5,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%). Each holder of common stock shall have a preemptive right to any additional shares authorized and issued by this Corporation.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is:

2847 Northeast 26th Court
Fort Lauderdale, Florida 33306

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

ROBERT E. MURDOCH, ESQUIRE
Johnson, Anselmo, Murdoch, Burke & George, P.A.
790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida 33301

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by this Stockholders, but shall never be less than one.

ARTICLE VII

The names and addresses of the members of the first Board of Directors is as follows:

J. Robert Day
2847 Northeast 26th Court
Fort Lauderdale, Florida 33306

Jerrold F. Rabin
4041 MacArthur Boulevard, Suite 224
Newport Beach, California 92660

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

ROBERT E. MURDOCH, ESQUIRE
Johnson, Anselmo, Murdoch, Burke & George, P.A.
790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida 33301

ARTICLE IX

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 8th day of January, 1997.

Robert E. Murdoch
ROBERT E. MURDOCH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 8th day of January, 1997, by ROBERT E. MURDOCH, the Subscriber to the said Articles of Incorporation, who is personally known to me or who has produced _____ as identification.

My Commission Expires:
My Commission Number Is:

Denise A. Doran
Notary Public, State of Florida (Seal)



REGISTERED AGENT ACKNOWLEDGMENT

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

Robert E. Murdoch
ROBERT E. MURDOCH

FILED
97 JAN -9 AM 11:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA