

P970000017059



ACCOUNT NO. : 072100000032

REFERENCE : 269990 124006A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pygitt

ORDER DATE : February 24, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 269990-005

400002095064--4

CUSTOMER NO: 124006A

CUSTOMER: Ms. Toni Strange
PROFESSIONAL SERVICES

1945 Avocado Drive

Daytona Beach, FL 32124

DOMESTIC FILING

NAME: CHURCHILL EDUCATIONAL SERVICES
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

K.R. FEB 24 1997

FILED
97 FEB 24 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 24 AM 10:40

ARTICLES OF INCORPORATION
OF
CHURCHILL EDUCATIONAL SERVICES, INC.

FILED
97 FEB 24 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be CHURCHILL EDUCATIONAL SERVICES, INC.

The address of the principal office of this corporation shall be 804 27th Avenue, New Smyrna Beach, Florida 32169, and the mailing address shall be the same.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including, but not limited to sales of educational materials and services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 804 27th Avenue, New Smyrna Beach, Florida 32169. The name of the registered agent of the corporation at such address is Frank Spodnick.

ARTICLE V

DURATION

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence shall be the time these Articles of Incorporation are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, or, if not so filed within five (5) days, the date and time of such filing with the Department of State.

ARTICLE VI

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of incorporation. This corporation shall have two directors, initially. The name and street addresses of the initial member of the Board of Directors is:

Frank Spodnick
Director

804 27th Avenue
New Smyrna Beach, FL 32169

Patricia Pettinato
Director

804 27th Avenue
New Smyrna Beach, FL 32169

The number of directors may be changed from time to time by the bylaws.

ARTICLE VIII

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Frank Spodnick
President

804 27th Avenue
New Smyrna Beach, FL 32169

Patricia Pettinato
Secretary/Treasurer

804 27th Avenue
New Smyrna Beach, 32169

ARTICLE IX

INCORPORATORS

The name and address of the incorporators and subscribers to 100 shares of the common voting stock of this corporation is as follows:

Frank Spodnick

804 27th Avenue
New Smyrna Beach, FL 32169

Patricia Pettinato

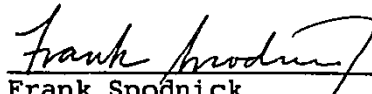
804 27th Avenue
New Smyrna Beach, FL 32169

ARTICLE X

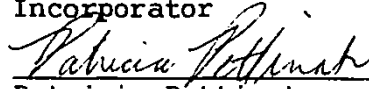
AMENDMENT OF ARTICLES

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

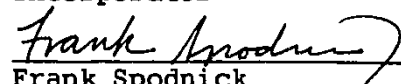
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 13th day of February, 1997.



Frank Spodnick
Incorporator



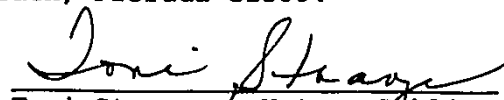
Patricia Pettinato
Incorporator



Frank Spodnick
Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 13th day of February, 1997, by Frank Spodnick and Patricia Pettinato, of 804 27th Avenue, New Smyrna Beach, Florida 32169.



Toni Strange - Notary Public
State of Florida at Large
Commission expiration: 1/9/99




TONI STRANGE
COMMISSION # CC 432896
EXPIRES JAN 9, 1999
BONDED THRU
ATLANTIC BONDING CO., INC

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, CHURCHILL EDUCATIONAL SERVICES, INC., hereby designates Frank Spodnick, of 804 27th Avenue, New Smyrna Beach, Florida 32169 as its registered agent and the street address of its registered office, respectively for, service of process within the State of Florida.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned Frank Spodnick, hereby accepts designation as registered agent for CHURCHILL EDUCATIONAL SERVICES, INC., for service of process within the State of Florida.


Frank Spodnick

FILED
97 FEB 24 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA