

P97000017059



ACCOUNT NO. : 072100000032  
REFERENCE : 269990 124006A

AUTHORIZATION :  
COST LIMIT : \$ 122.50 *Patricia Pyjette*

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
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Patricia Pettinato Director	804 27th Avenue New Smyrna Beach, FL 32169
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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
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Patricia Pettinato Secretary/Treasurer	804 27th Avenue New Smyrna Beach, 32169
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**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
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Patricia Pettinato

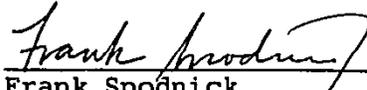
804 27th Avenue  
New Smyrna Beach, FL 32169

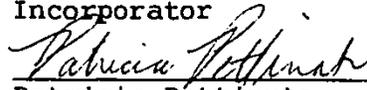
ARTICLE X

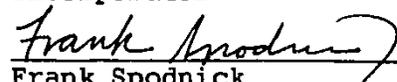
AMENDMENT OF ARTICLES

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



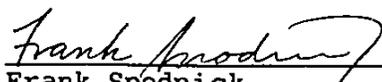
TONI STRANGE  
COMMISSION # CC 432898  
EXPIRES JAN 9, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC

**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