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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 273689 81098A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 26, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 273689-005

CUSTOMER NO: 81098A

CUSTOMER: Kenneth R. Misemer, Esq
ALLGOOD & MISEMER, P.A.

5645 Nebraska Avenue

N. Port Richey, FL 34652

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****122.50 ****122.50

DOMESTIC FILING

NAME: VANDALIA ENTERPRISES
SOUTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 26 PM 1:53
SEC. OF STATE
TALLAHASSEE, FLORIDA

Dmc 2/26/97

LAW OFFICES OF

Allgood & Misemer, P.A.

5645 NEBRASKA AVE. • NEW PORT RICHEY, FLORIDA 34652-2694
TELEPHONE (813) 848-2593 • FACSIMILE (813) 848-2597

SAM Y. ALLGOOD, JR.

KENNETH R. MISEMER

February 25, 1997

Office of the Secretary of State
CORPORATE OFFICE
The Capitol - Plaza Level 2
Tallahassee, FL 32399-0250

Re: Proposed Articles of Incorporation of
Vandalia Enterprises South, Inc.

Dear Sir:

Enclosed find original and duplicate of Articles of Incorporation of the above-named corporation, together with our check in the amount of \$122.50 to cover the following costs:

Filing fee	\$ 35.00
Certified copy of Articles (copy furnished)	\$ 52.50
Registered Agent fee	<u>\$ 35.00</u>
	\$122.50

Please certify and return the duplicate Articles of incorporation, if approved.

Thank you for your prompt attention.

Yours truly,

ALLGOOD & MISEMER, P.A.


Kenneth R. Misemer

KRM/es
Enclosures

ARTICLES OF INCORPORATION
OF
VANDALIA ENTERPRISES SOUTH, INC.

FILED
97 FEB 26 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida general corporations act, adopts the following Articles of Incorporation for that corporation.

1. NAME: The name of this corporation is VANDALIA ENTERPRISES SOUTH, INC.

2. DURATION: The period of its duration is perpetual.

3. PURPOSES:

To engage in the business of establishing education and training institutions that may offer academic, educational and/or job training in any field permissible under governing law.

To acquire already existing educational and training institutions.

To provide academic, educational and/or job training courses or programs and award certificates, diplomas or other duly authorized credentials to individuals who successfully complete such courses or programs.

To engage in any activities that are necessary, convenient or helpful in obtaining the above three corporate objectives, including but not limited to the following: acquire campuses or other training facilities through lease or purchases or otherwise, hiring administrators, faculty and other personnel, leasing or purchasing equipment, books and materials, applying for state authorization to operate such education or training institutions, seeking accreditation, obtaining approval to participate in state or federal education and training programs, and such other activities as the Board of Directors may deem appropriate.

To engage in any business enterprise in which corporations organized under the laws of the State of Florida and the United States may lawfully engage.

4. CAPITAL STOCK:

(a) The corporation is authorized to issue 1000 shares, all of one class, at \$10.00 par value.

(b) Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warranty or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation are:

Initial registered office: 6551 Central Avenue
St. Petersburg, FL 33710

Registered agent: Sharon C. Rhoads
6551 Central Avenue
St. Petersburg, FL 33710

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one.

The name and address of the initial director of this corporation are:

Annette C. Rachel
10102 Tarpon Drive
Treasure Island, FL 33706

7. INCORPORATOR: The name and address of the incorporator signing these articles of incorporation are:

Sharon C. Rhoads
119 - 8th Street East
Tierra Verde, FL 33715

8. PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation, if known, are:

6551 Central Avenue
St. Petersburg, FL 33710

9. AMENDMENT: The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of February, 1997.

Sharon C. Rhoads
Sharon C. Rhoads
Incorporator

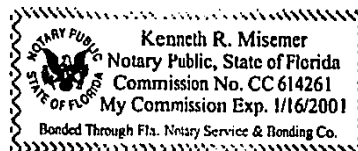
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of FEB., 1997, by SHARON C. RHOADS as incorporator for VANDALIA ENTERPRISES SOUTH, INC., a Florida corporation, who is personally known to me or produced as identification.

Kenneth R. Misemer
Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for VANDALIA ENTERPRISES SOUTH, INC.

Sharon C. Rhoads
Sharon C. Rhoads
Registered Agent