



THE UNITED STATES  
CORPORATION  
COMPANY

P970000019909

ACCOUNT NO. : 072100000032

REFERENCE : 280248 7103152

AUTHORIZATION :

COST LIMIT :

*Patricia Piguet*  
\$70.00

ORDER DATE : March 4, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 280248-005

700002103737--6

CUSTOMER NO: 7103152

CUSTOMER: Harold J. Webre, Esq  
GOODLETTE COLEMAN & JOHNSON,  
P.A.  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 33940-3556

DOMESTIC FILING

NAME: EDUCORP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
97 MAR -4 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 MAR -4 AM 11:43

K.R. MAR - 4 1997

**ARTICLES OF INCORPORATION  
OF  
EDUCORP, INC.**

**FILED**  
97 MAR -4 PM 2:54  
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TALLAHASSEE, FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is: EDUCORP, INC., a Florida corporation.

**ARTICLE II  
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is TEN THOUSAND (10,000) shares of common stock, the par value of each such share being ONE CENT (\$.01). The initial issuance of common stock shall be SEVENTY FIVE (75) shares, with the initial shareholders and their respective stock holdings as follows:

<u>Name</u>	<u>Number of Shares Held</u>
Phillip Montessori	25
Timothy Constantine	25
William Chinnock	25

**ARTICLE III  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
Phillip Montessori	Montessori Corp. 70 Center Street Portland, Maine 04101

Timothy Constantine

4380 27th Court S.W., Unit 309  
Naples, Florida 34116

William Chinnock

310 Upper Ridge Road  
Fairfield, Maine

#### **ARTICLE IV** **INITIAL OFFICERS**

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Phillip Montessori	Montessori Corp. 70 Center Street Portland, Maine 04101
Vice President, Secretary and Treasurer	Timothy Constantine	4380 27th Court S.W., Unit 309 Naples, Florida 34116
Vice President	William Chinnock	310 Upper Ridge Road Fairfield, Maine

#### **ARTICLE V** **INCORPORATOR**

The sole incorporator of the Corporation is Timothy Constantine, whose address is 4380 27th Court S.W., Unit 309, Naples, Florida 34116.

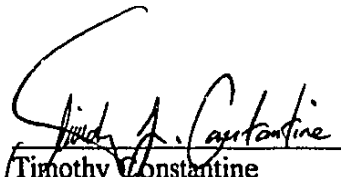
#### **ARTICLE VI** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman, Esquire.

**ARTICLE VII**  
**PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be: 4380 27th Court S.W.,  
Unit 309, Naples, Florida 34116.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation on this 26<sup>th</sup> day of February, 1997.

  
Timothy Constantine  
Incorporator

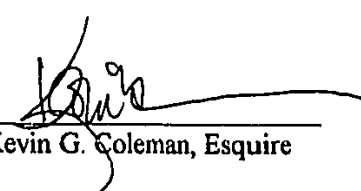
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT EDUCORP, INC., desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business located at 4380 27th Court S.W., Unit 309, Naples,  
Florida 34116, has named Kevin G. Coleman, Esquire, located at 4001 Tamiami Trail North,  
Suite 300, Naples, Florida 34103, as its registered agent to accept service of process within  
Florida.

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby agree to accept the  
appointment as registered agent and agree to act in this capacity. I further agree to comply with  
the provisions of all statutes relating to the proper and complete performance of my duties, and I  
am familiar with and accept the obligations of my position as registered agent.

Dated: March 3, 1997

  
Kevin G. Coleman, Esquire

F: EDUCORP.ART

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TALLAHASSEE, FLORIDA