

P97000042890

LAW OFFICES

*Stephen A. Alger*

CONCORD BUILDING  
66 WEST FLAGLER STREET  
SUITE 700  
MIAMI, FLORIDA 33130

STEPHEN A. ALGER

May 9, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 MAY 12 PM 2:48

PHONE (305) 371-5355  
FAX (305) 539-1894

EFFECTIVE DATE

5-9-97

Department of State  
Division of Corporations  
Post Office 6327  
Tallahassee, FL 32399

3000002124283---1  
-05/12/97-01017-011  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Education Solutions, Inc.**

Gentlemen:

I enclose the original and one copy of the Articles of Incorporation for Education Solutions, Inc., and a check for \$122.50 computed as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent designation	35.00

Please certify the copy of the Articles and return it to me. I thank you for your attention to this matter.

Very truly yours,



Stephen A. Alger

SAA/ah

Enclosure(s): Original and one copy of Articles of Incorporation  
Check to Department of State

RP  
5-14-97

EFFECTIVE DATE  
5-9-97

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

OF

97 MAY 12 PM 2:48

EDUCATION SOLUTIONS, INC.

I, the undersigned incorporator of this corporation, pursuant to Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is EDUCATION SOLUTIONS, INC.

ARTICLE II. PURPOSE

The purpose of this Corporation shall be to carry on any business or enterprise which may be exercised by a corporation organized pursuant to the Florida Business Corporation Act.

The corporation has been organized for the purposes of transacting any and all lawful business, and may do any and all things herein mentioned as fully as and to the same extent as a natural person might or could do.

(a) To engage in all aspects of business allowed by law concerning real and personal property;

(b) To purchase, or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of and to invest, trade deal in, and deal with goods, wares, merchandise, or other personal property of every class and description whatsoever;

(c) To buy, sell, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses; to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles;

(d) To borrow money and contract debts when necessary in the purchase and acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business affairs and without limit as to amount; to incur debt and to raise, borrow and

secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise;

(e) To purchase or otherwise acquire, become interested in deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interests in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations, to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations;

(f) To do any and all things necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood, that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

### ARTICLE III. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other

property, which property shall be received at just valuation to be fixed by the Board of Directors of this corporation. All of such stock, when issued, shall be fully paid for, and exempt from assessment.

#### **ARTICLE V. PREEMPTIVE RIGHTS**

Each shareholder of any class of stock in this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe for or acquire shares.

#### **ARTICLE VI. PRINCIPAL OFFICE**

The address of the initial principal office, and the mailing address of this corporation is:

66 W. Flagler Street  
Suite 700  
c/o Stephen A. Alger, Esq.  
Miami, Florida 33130

#### **ARTICLE VII. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is: 66 W. Flagler Street, Suite 700, Miami, Florida 33130. The name of the initial registered agent at that address is STEPHEN A. ALGER.

#### **ARTICLE VIII. BOARD OF DIRECTORS**

The initial Board of Directors shall consist of five (5) members. The number of directors shall be fixed by the bylaws and may be changed from time to time.

#### **ARTICLE IX. INITIAL DIRECTORS**

The names and addresses of the members of the first board of directors are:

Josephine M. Griffin  
P.O. Box 92988  
Rochester, N.Y. 14692-9088

Regina A. Lemley  
5867 Palm Lane, B-27  
Bradenton, FL 34207

Nicole C. Morgenstern  
609 W. 114 Street - Apt. 86  
N.Y., N.Y. 10025

Charles N. Griffin  
P.O. Box 92988  
Rochester, N.Y. 14692-9088

Donald R. Hamilton  
USIS- Mexico City  
P.O. Box 3087  
Laredo, TX 78044

#### **ARTICLE X. POWERS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE XI. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### **ARTICLE XII. INCORPORATOR**

The name and address of the incorporator is:

STEPHEN A. ALGER  
66 W. Flagler Street, Suite 700  
Miami, Florida 33130

#### **ARTICLE XIII. SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE XIV. RESTRAINT ON ALIENATION OF SHARES**

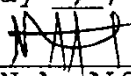
The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by

the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his stock in the corporation until after such sale or transfer has been approved at a shareholder meeting especially called for that purpose.

#### ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts stated are true, and does hereunto set his hand and seal to these Articles of Incorporation on May 9, 1997.

  
STEPHEN A. ALGER

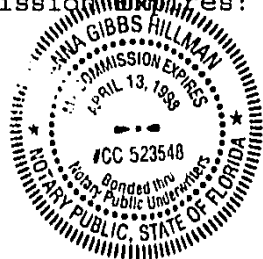
STATE OF FLORIDA :  
:ss.  
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, STEPHEN A. ALGER, who is known to me to be the person described in, who is personally known to me, and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, stated and acknowledged before me, that the Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9<sup>th</sup> day of May, 1997.

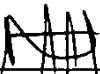
  
NOTARY PUBLIC, STATE OF FLORIDA AT  
LARGE

My Commission Expires:



CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent to accept service of process for the stated corporation, at the registered office designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
STEPHEN A. ALGER  
66 W. Flagler Street, Suite 700  
Miami, Florida 33130  
REGISTERED AGENT

Dated: May 9, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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