



ACCOUNT NO. : 072100000032

REFERENCE : 394645 4303929

AUTHORIZATION :

COST LIMIT : \$ 175.00

ORDER DATE : May 16, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 394645-010

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

200002181422--1

DOMESTIC FILING

NAME: THE WINSTON ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

2 CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

File
2nd

RECEIVED
97 MAY 16 AM 11:34

MAY 19 1997

**ARTICLES OF INCORPORATION
OF
THE WINSTON ACADEMY, INC.**

FILED
97 MAR 16 AM 8:22
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is THE WINSTON ACADEMY, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: P.O. Box 560817, Miami, Florida 33256-0817.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 11245 S.W. 74th Court, City of Miami, County of Dade, State of Florida 33156, and the name of its initial registered agent at such office is Winston Ling.


ARTICLE VI

The name and address of the Incorporator is Winston Ling, 11245 S.W. 74th Court, Miami, Florida 33156.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 15th day of May, 1997.



WINSTON LING
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of THE WINSTON ACADEMY, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



WINSTON LING,
Registered Agent

Dated: May 15, 1997.