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May 22, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Formation of Corp. - Prestigious Scores, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return a certified copy to our office in the envelope provided.

Enclosed herewith please find a check in the amount of \$122.50, as follows:

Filing Fee	35.00
Reg. Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Thank you for your cooperation.

Very truly yours,

KINGSLEY & KINGSLEY

By David J. Kingsley
David J. Kingsley

DJK/la

Enclosures

FILED
97 MAY 27 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 5/29/97

FILED

97 MAY 27 AM 9:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PRESTIGIOUS SCORES, INC.

ARTICLE I

NAME

The name of this corporation is Prestigious Scores,
Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of
tutoring, S.A.T. preparation, study and writing skills, and
college application assistance, and the transacting of any and
all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of
common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series as
that which he already holds, shall have the right to purchase his

pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL CORPORATE MAILING ADDRESS

The street address and the initial corporate mailing address are: 5820 S.W. 115 Avenue, Cooper City, Florida, 33330.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5820 S.W. 115 Avenue, Cooper City, Florida, 33330, and the name of the initial Registered Agent of this corporation at that address is Jackie B. Press.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jackie B. Press	5820 S.W. 115 Avenue Cooper City, FL 33330
Steven R. Press	5820 S.W. 115 Avenue Cooper City, FL 33330

ARTICLE IX

INCORPORATOR

The name and address of the person signing these

Articles is: Jackie B. Press, 5820 S.W. 115 Avenue, Cooper City, Florida, 33330.

ARTICLE X

INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this 22 day of May, 1997.



JACKIE B. PRESS, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:
FIRST: That Prestigious Scores, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Cooper City, County of Broward, State of Florida, has named Jackie B. Press, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Jackie B. Press
Registered Agent

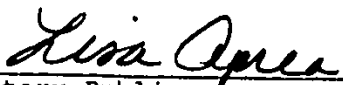
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

97 MAY 27 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Jackie B. Press, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who presented (personally known) as identification, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of May, 1997.



Notary Public
State of Florida at Large

My Commission Expires:

