



THE UNITED STATES
CORPORATION
COMPANY

P97000056602

ACCOUNT NO. : 072100000032

REFERENCE : 443089 6594A

AUTHORIZATION :

COST LIMIT : *Patricia 12.00*

ORDER DATE : June 26, 1997

ORDER TIME : 3:17 PM

ORDER NO. : 443089-005

CUSTOMER NO: 6594A

900002224409--0

CUSTOMER: Donald J. Kahn, Esq
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: AMERICAN TESTING AND
EDUCATIONAL SERVICES, 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: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 JUN 26 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 26 PM 4:16
DIVISION OF CORPORATION

JUN 27 1997

ARTICLES OF INCORPORATION
OF

AMERICAN TESTING AND EDUCATIONAL SERVICES, INC.

FILED
97 JUN 26 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN TESTING AND EDUCATIONAL SERVICES, INC.

The address of the principal office of this corporation shall be 7611 Southwest 67th Avenue, South Miami, Florida 33143, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Elina B. Artigas Dir.	7611 Southwest 67th Avenue South Miami, Florida 33143
Lourdes Herrera Dir.	Same
Sara Corrado Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Elina B. Artigas Pres.	7611 Southwest 67th Avenue South Miami, Florida 33143
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Lourdes Herrera V.Pres.	Same
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Sara Corrado Sec./Treas.	Same
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ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on June 26, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

DKS/tch

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

, an individual residing in this State having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Articles of Incorporation of:

AMERICAN TESTING AND EDUCATIONAL SERVICES, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.9505, Florida Statutes.



DONALD J. KAHN

FILED
97 JUN 26 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA