P97000056835



ACCOUNT NO.: 072100000032

REFERENCE: 444982 4383491

AUTHORIZATION:

COST LIMIT : \$ PPD

ORDER DATE: June 27, 1997

ORDER TIME : 10:27 AM

ORDER NO. : 444982-005

CUSTOMER NO: 4383491

CUSTOMER: Timothy H. Kenney, Esq

TIMOTHY H. KENNEY, ESO

189 Bradley Place

Palm Beach, FL 33480

DOMESTIC FILING

NAME: MEADOWBROOK COUNTRY ACADEMY,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

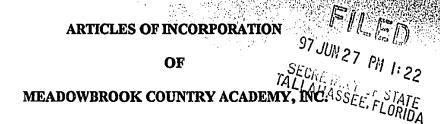
RECEIVED
97 JUN 27 AHII: 28
DIVISION OF CORPGRATION

100002224801--6 -06/27/97--01048--025

****122.50

- SIN - JUN 27 1997

£



ARTICLE I. NAME

The name of this corporation shall be MEADOWBROOK COUNTRY ACADEMY, INC.

ARTICLE II, COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 par value shares of common capital stock, each share having a par value of \$1.00.

Articles Of Incorporation Of MEADOWBROOK COUNTRY ACADEMY, INC.

COAI11

Page 1

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

DAVID F. LEVY 189 Bradley Place Palm Beach, FL 33480

ARNALDO JAGLE 189 Bradley Place Palm Beach, FL 33480

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

TIMOTHY H. KENNEY, Esq. 189 Bradley Place Palm Beach, FL 33480

Articles Of Incorporation Of MEADOWBROOK COUNTRY ACADEMY, INC.

COAI11

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

TIMOTHY H. KENNEY, Esq. 189 Bradley Place Palm Beach, FL 33480

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

ARNALDO JAGLE 189 Bradley Place Palm Beach, FL 33480

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARNALDO JAGLE - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of MEADOWBROOK COUNTRY ACADEMY, INC. I hereby state that I am familiar with and accept the duties

Articles Of Incorporation Of MEADOWBROOK COUNTRY ACADEMY, INC.

COAI11

Page 3

and responsibilities as registered agent for MEADOWBROOK COUNTRY ACADEMY. INC.

PHMOTHY H. RENNEY - Registered Agent

State Of Florida

County Of Palm Beach

On June 26, 1997, TIMOTHY H. KENNEY, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of MEADOWBROOK COUNTRY ACADEMY, INC.

Notary Public

Articles Of Incorporation Of MEADOWBROOK COUNTRY ACADEMY, INC

(SEAL

Commission Expiration Date & Commission Number:

COAI11