

PA7000063700  
Law Offices  
KRUPPENBACHER & ASSOCIATES  
A Professional Association  
FILED

Frank Kruppenbacher

97 JUL 23 PM 1:09

105 E. Robinson Street, Suite 201  
TALLAHASSEE, FL 32301  
Orlando, Florida 32802-3471  
Telephone (407) 246-0200  
Facsimile (407) 426-7767

July 22, 1997

VIA FEDERAL EXPRESS

John Hall  
Hall's Air Freight  
464 E. Freddie Martin Drive  
Tallahassee, FL 32301

100002245281--6  
-07/23/97--01081--010  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Filing Articles of Incorporation of Academic Achievers of America, Inc.

Dear Mr. Hall:

Enclosed herewith is an original and copy of the Articles of Incorporation for the above referenced corporation and a check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee and charge for a certified copy. Please deliver the enclosed to the Secretary of State and have them give you a certified copy back confirming the filing. A return Federal Express envelope is enclosed for your convenience in forwarding the certified copy to our office. Please also forward your invoice for services to us at the above address.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,



Liz Cowan  
Paralegal

Enclosures

RECEIVED  
97 JUL 23 PM 12:42  
STATE OF FLORIDA  
SECRETARY OF STATE

OK  
7/23/97  
Please give to  
Judy when  
completed

**ARTICLES OF INCORPORATION**

**OF**

**ACADEMIC ACHIEVERS OF AMERICA, INC.**

**FILED**

97 JUL 23 PM 1:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is: ACADEMIC ACHIEVERS OF AMERICA, INC.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with \$1.00 par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 251 Wescliff Drive, Ocoee, Florida 34761.

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Frank Kruppenbacher, 105 E. Robinson Street, Suite 201, Orlando, Florida 32801.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Brenda P. Crenshaw

251 Wescliff Drive  
Ocoee, FL 34761

**ARTICLE IX**  
**INCORPORATORS**

The name and address of the Incorporator of this corporation is:

Brenda P. Crenshaw

251 Wescliff Drive  
Ocoee, FL 34761

**ARTICLE X**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

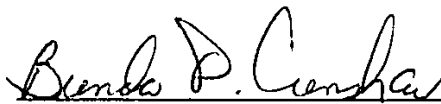
**ARTICLE XI**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII**  
**AMENDMENTS**


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 21st day of July, 1997.

  
\_\_\_\_\_  
Brenda P. Crenshaw

STATE OF FLORIDA    )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of July, 1997, by Brenda P. Crenshaw, ✓ who is personally known or who produced \_\_\_\_\_ (type of identification) as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
LIZABETH M. COWAN

Print Name

My Commission Expires:

Commission Number:



ACCEPTANCE BY REGISTERED AGENT

FILED

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. SECRETARY OF STATE, TALLAHASSEE, FLORIDA

REGISTERED AGENT:

  
Frank Kruppenbacher