

p97000065462



ACCOUNT NO. : 072100000032

REFERENCE : 478087 4306424

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 478087-005

CUSTOMER NO: 4306424

UUUUU2250890--7

CUSTOMER: Tom McGuigan, Esq
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: VIRTUAL ACADEMIES OF AMERICA,
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: Carina L. Dunlap

EXAMINER'S INITIALS: _____

SN JUL 29 1997

**ARTICLES OF INCORPORATION
OF
VIRTUAL ACADEMIES OF AMERICA, INC.**

FILED
97 JUL 29 PM 1:24
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is VIRTUAL ACADEMIES OF AMERICA, INC.
(hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Miami, Florida 33131; and the name of the initial registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 8300 N.W. 53rd Street, Suite 308, Miami, Florida 33166.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are as follows:

Pablo L. Cejas
8300 N.W. 53rd Street
Miami, Florida 33166

Julie L. Neitzel
8300 N.W. 53rd Street
Miami, Florida 33166

Octavio Visiedo
8300 N.W. 53rd Street
Miami, Florida 33166

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Thomas R. McGuigan
200 South Biscayne Boulevard
Suite 4000
Miami, Florida 33131-2398

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 28th day of July, 1997.



Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Virtual Academies of America, Inc., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 South Biscayne Boulevard, Miami, Florida 33131-2398, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named 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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 28th day of July, 1997.

PENINSULA REGISTERED AGENTS, INC.

By: 

Antonio Lozano, President

FILED
JUL 29 1997
MIAMI
FLORIDA