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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: INSTITUTE OF COLLEGE PLANNING, INC.

AUDIT NUMBER.....H97000012631

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: INSTITUTE OF COLLEGE PLANNING, INC.
REF: W97000017818

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

FAX Aud. #: H97000012631
Letter Number: 297A00039385

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

FAX Aud. #: H97000012631
Letter Number: 297A00039385

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ARTICLES OF INCORPORATION

of

INSTITUTE OF COLLEGE PLANNING, INC.

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SECRET
TALLAHASSEE, FLORIDA

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is INSTITUTE OF COLLEGE PLANNING, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

Document prepared by:

Richard L. Freedman, Esq.
Law Offices of Elkins & Freedman
2101 W. Commercial Blvd, Suite #5400
Fort Lauderdale, Florida 33309
(954) 733-1330
Bar No.: 270598

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ARTICLE VI - PREEMPTIVE 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 prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 3333 South Congress Avenue, Suite #300, Delray Beach, Florida and the name of the initial registered agent of this corporation is Richard L. Freedman, Esquire, whose address is 2101 W. Commercial Boulevard, Suite #5400, Ft. Lauderdale, Florida 33309.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation is Ronald J. Jay, 3333 South Congress Avenue, Suite #300, Delray Beach, Florida.

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ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is: RONALD JAY 3333 South Congress Avenue, Suite #300, Delray Beach, Florida.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

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ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of July, 1997.

Ronald J. Jay
RONALD J. JAY

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE 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 INSTITUTE OF COLLEGE PLANNING, INC., desiring
to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation,
at City of Delray Beach, County of Palm Beach, State of Florida,
has named RICHARD L. FREEDMAN, ESQUIRE located at 2101 W.
Commercial Boulevard, Suite #5400, Fort Lauderdale, Florida
33309.

(Street address and number of building;
post office box address not acceptable)

City of Ft. Lauderdale, County of Broward, State of Florida, as
its agent to accept service of process with the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: Richard L. Freedman
(Resident Agent)

ELKINS & FREEDMAN
2101 W. Commercial Blvd., Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330
Attorney: RICHARD L. FREEDMAN, ESQ.
Bar No.: 270598

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