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THE UNITED STATES
CORPORATION
COMPANY

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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 489521 153189A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. P.

ORDER DATE : August 7, 1997

ORDER TIME : 3:51 PM

ORDER NO. : 489521-005

CUSTOMER NO: 153189A

CUSTOMER: Steven Roth, Esq
ROTH ROTH & ASSOCIATES

P. O. Box 69-3029

Miami, FL 33269

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DOMESTIC FILING

NAME: STIRLING ACADEMY OF FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

FILED
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STATE
TALLAHASSEE, FLORIDA

6 SEP 11 1997

W97-18321

67



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

RESUBMIT

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

Please give original
submission date as file date

SUBJECT: STIRLING ACADEMY OF FLORIDA, INC.
Ref. Number: W97000018321

We have received your document for STIRLING ACADEMY OF FLORIDA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00040348

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STIRLING LEARNING CENTER, INC.

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:

STIRLING LEARNING CENTER, INC.

The address of the principal office of this corporation shall be 10945 Stirling Road, Cooper City, Florida 33328, 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 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 16459 Northeast 6th Avenue, North Miami Beach, Florida 33162, and the name of the initial registered agent of the corporation at that address is Steven M. Roth.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Gerald Kaye
Dir.

1401 Northeast 191st Street,
North Miami Beach, Florida 33179

Carol Kaye
Dir.

104 South Village Avenue,
Rockville Center, New York 11570

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:

Gerald Kaye Pres./Sec.	1401 Northeast 191st Street, North Miami Beach, Florida 33179
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Carol Kaye VP/Treas.	104 South Village Avenue, Rockville Center, New York 11570
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ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

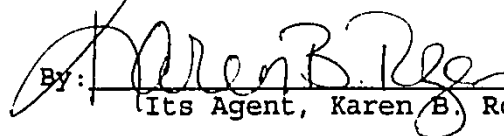
ARTICLE IX. INCORPORATOR

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 August 7, 1997.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

CKS

ACCEPTANCE OF REGISTERED AGENT

I, STEVEN M. ROTH, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of: Stirling Learning Center, Inc.

does hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: _____

Steven M. Roth
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA