

**THOMAS V. CLOSE, Attorney at Law**

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12794 W. Forest Hill Boulevard  
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August 8, 1997

Secretary of State  
Corporate Division  
PO Box 6327  
Tallahassee, FL 32314

RE: PALM BEACH PREP, INC.  
ARTICLES OF INCORPORATION

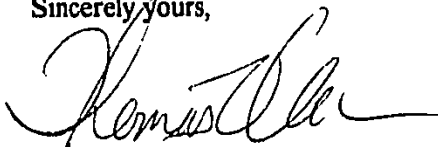
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\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of PALM BEACH PREP, INC., together with a copy. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

Sincerely yours,



THOMAS V. CLOSE

TVC:tr  
enclosures

FILED  
97 AUG 11 AM 11:06  
TALLAHASSEE, FLORIDA

9/28/97

**ARTICLES OF INCORPORATION**  
**OF**  
**PALM BEACH PREP, INC.**

FILED  
97 AUG 11 12 11:05  
SECRET  
TALLAHASSEE, FLA.

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THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I - NAME**

The name of this Corporation is PALM BEACH PREP, INC.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing upon filing with the Secretary of State.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00 (one dollar).

**ARTICLE V - PREEMPTIVE RIGHTS GRANTED**

Each Shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 12794 W. FOREST HILL BLVD., #11A, WELLINGTON, FL 33414, and the name of the initial registered agent of this Corporation at that address is THOMAS V. CLOSE, ESQ..

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have 2 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

DEBBIE BURKE  
1800 EMBASSY DRIVE #124, WEST PALM BEACH, FL 33401

BARBARA B. CLOSE  
13639 EXOTICA LANE, WELLINGTON, FL 33414

#### **ARTICLE VIII - INCORPORATORS**

The name and address of each person signing these Articles is:

THOMAS V. CLOSE, ESQ.  
12794 W. FOREST HILL BLVD., #11A, WELLINGTON, FL 33414

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 8<sup>th</sup> day of August, 1997.

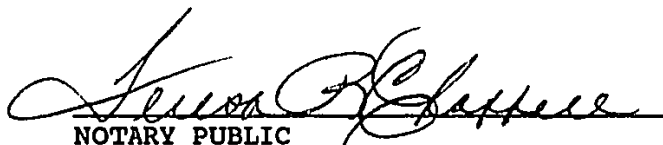
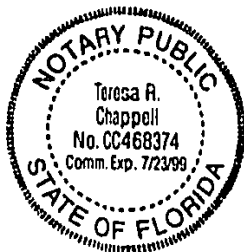


THOMAS V. CLOSE, ESQ., INCORPORATOR

STATE OF FLORIDA, COUNTY OF PALM BEACH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS V. CLOSE, ESQ., personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8 day of August, 1997.



NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires: 7/23/99

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT PALM BEACH PREP, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT c/o PALM BEACH DAY SCHOOL, ATTN: DEBBIE BURKE 241 SEAVIEW AVENUE, PALM BEACH, COUNTY OF PALM BEACH, FLORIDA 33480, HAS NAMED THOMAS V. CLOSE, ESQ., REGISTERED AGENT, LOCATED AT 12794 W. FOREST HILL BLVD., #11A, WELLINGTON, FL 33414, COUNTY OF PALM BEACH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

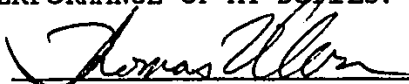


THOMAS V. CLOSE, ESQ., INCORPORATOR

DATE: Aug 8, 1997

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.



THOMAS V. CLOSE, ESQ.

REGISTERED AGENT

DATE: Aug 8, 1997

FILED  
97 AUG 11 PM 11:06  
CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA