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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: 3 R'S HOMEWORK CLINIC, INC.
AUDIT NUMBER.....H97000014404
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF

3 R'S HOMEWORK CLINIC, INC.

I, the undersigned, hereby subscribe myself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be 3 R'S HOMEWORK CLINIC, INC. Business shall be carried on in the State of Florida and in the United States of America and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes: SCHOOL and to transact in any and all lawful business authorized under the Statutes of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation shall have outstanding at any time shall be ONE HUNDRED shares of One Dollar par value.

ARTICLE IV - BEGINNING CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than \$100.00 Dollars.

ARTICLE V - INITIAL OFFICE

The principal office of this Corporation shall be 7161 Pembroke Rd. #3, Pembroke Pines, Fl 33023 or any other location authorized from time to time by its Board of Directors.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence unless sooner terminated under the provisions of the laws of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director unless otherwise provided by Florida Law. The names and post office address of the First Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

George R. Bombalier Pres/Sec/Trea. 7185 S.W. 16th Street
Pembroke Pines, Fl 33023

PREPARED BY: Cesar Brioso
M.B. TAX AND ACCOUNTING SERVICES, INC.
3300EAST 4th AVENUE, #6
HIALEAH, FL 30133
PHONE: (305) 887-0048

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ARTICLE VIII - SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION

The names and subscribers to the Certificates of Incorporation and the number of shares of stock and value thereof which each agreed to take are:

<u>NAME</u>	<u>OFFICE</u>	<u>SHARES</u>	<u>VALUE</u>
George R. Bombalier	P/S/T 7161 Pembroke Rd. #3 Pembroke Pines, Fl 33023	100	\$100.00
		<u>100</u>	<u>\$100.00</u>
		=====	=====

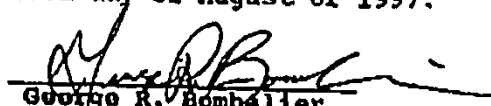
ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now hereafter prescribed by Statute, and all rights conferred upon holders of stock herein granted subject to this provision.

ARTICLE X - SMALL BUSINESS

This Corporation may be a Small Business Corporation as defined in Section 1244(a) (2) of the Internal Revenue Code.

IN WITNESS WHEREOF, We, the undersigned have made and hereby subscribe to this Certificate of Incorporation and Charter, and do hereby acknowledge this Certificate for the uses and purposes aforesaid, all on this 25th day of August of 1997.


George R. Bombalier
President/Secretary/Treasurer

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CERTIFICATE OF RESIDENT AGENT

In pursuance of Charter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that 3 R'S HOMEWORK CLINIC, INC. organized under the laws of the State of FLORIDA, with its principal office, as indicated in the Articles of Incorporation at 7161 Pembroke Rd. #3, Pembroke Pines, Fl 33023 has named GEORGE R. BOMBALIER located at 7185 S.W. 16th Street, Pembroke Pines, State of Florida 33023, 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 place designated in this certificate. I hereby accept said Act relative to keeping open said office.


George R. Bombalier
Registered Agent

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