

P97000096638
TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002332256--7
-10/28/97--01037--022
*****35.00 *****35.00

SUBJECT: Royall Educational Systems, Inc.

Enclosed please find an original copy of the Articles of Incorporation for the above corporation and check in the amount of \$35.00

From: Richard M. Johnston
5730 Corporate Way, Suite 214
West Palm Beach, FL 33407
561-688-0061

600002332256--7
-11/14/97--01048--009
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 12 AM 9:49

W97-24845



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1997

RICHARD M. JOHNSTON
5730 CORPORATE WAY, STE. 214
WEST PALM BEACH, FL 33407

SUBJECT: ROYALL EDUCATIONAL SYSTEMS, INC.
Ref. Number: W97000024845

We have received your document for ROYALL EDUCATIONAL SYSTEMS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 297A00053017

**ARTICLES OF INCORPORATION
(GENERAL)**

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Royall Educational Systems, Inc.

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Act of the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

**ARTICLE III
REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of Florida is

5730 Corporate Way, Suite 214
West Palm Beach, FL 33407;

and the name of its initial registered agent at such address is Richard M. Johnston.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The total number of shares of which the Corporation shall have the authority to issue are 100 (One Hundred), and the par value of each share shall be \$1.00 (One Dollar).

**ARTICLE V
PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI
DURATION**

The duration of the Corporation shall be perpetual unless otherwise dissolved.

**ARTICLE VII
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is 4 (Four).

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

Wallace D. Sanger
300A Royal Commerce Road
Royal Palm Beach, FL 33411

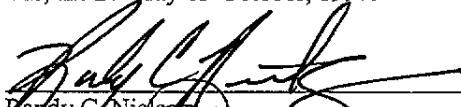
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 NOV 12 AM 9:49

Jess R. Santamaria
300A Royal Commerce Road
Royal Palm Beach, FL 33411

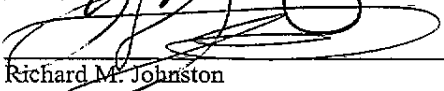
Randy C. Nielsen
5730 Corporate Way, Suite 214
West Palm Beach, FL 33407

Richard M. Johnston
5730 Corporate Way, Suite 214
West Palm Beach, FL 33407

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 27th day of October, 1997.



Randy C. Nielsen



Richard M. Johnston

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Randy C. Nielsen and Richard M. Johnston, who are to me known to be the persons described in and who subscribed the above statement of resolution establishing series of shares, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at West Palm Beach in said County and State this 27th day of October, 1997.



Notary Public, State of Florida

My commission expires: 7/21/00 _____



Sharon A. McGrath
MY COMMISSION # CC580811 EXPIRES
July 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

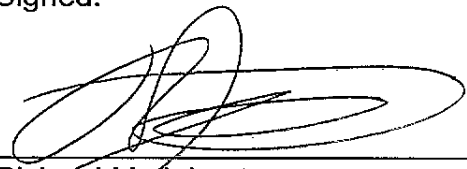
The name of the corporation is: Royall Educational Systems, Inc.

The name and address of the registered agent and office is:

Richard M. Johnston
5730 Corporate Way, Suite 214
West Palm Beach, FL 33407

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signed:



Richard M. Johnston


Date:

10-27-97

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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of October, 1997, by Richard M. Johnston, who is personally known to me.



Sharon A. McGrath, Notary Public



Sharon A. McGrath
MY COMMISSION # CC560811 EXPIRES
July 21, 2000
BONDED THRU TROY FAIR INSURANCE, INC.