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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: WE ARE WE CAN EDUCATIONAL SERVICES, INC.

AUDIT NUMBER.....H98000002600

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

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
WE ARE WE CAN EDUCATIONAL SERVICES, INC.**

**ARTICLE I
NAME**

The name of this Corporation shall be: We Are We Can Educational Services, Inc.

**ARTICLE II
PURPOSE**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 7,500 shares of \$1.00 par value each.

**ARTICLE IV
PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation is to have perpetual existence.

Prepared by:
JULIO C. ALONSO, ESQ. (Bar No. 275670)
JULIO C. ALONSO P.A.
100 N.W. 37th Avenue, Suite 500
Miami, Florida 33125

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ARTICLE VI
ADDRESS

The principal office of this corporation shall be located at 10139 S.W. 28th Street, Miami, Fl. 33165. with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VII
REGISTERED AGENT

The initial registered office of this corporation shall be 10139 S.W. 28th Street, Miami, Florida 33165. The initial registered agent at such address shall be Sara V. Rodriguez.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The name and address of the Members of the First Board of Directors who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death is:

Sara V. Rodriguez
10139 S.W. 28th St.
Miami, Florida 33165

ARTICLE X
INCORPORATORS

The name and address of the incorporator signing this Articles is:

Sara V. Rodriguez
10139 S.W. 28th St.
Miami, Florida 33165

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ARTICLE XI
BY LAWS

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performances of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESSES WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 6th day of February, 1998.


SARA V. RODRIGUEZ

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**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 WE ARE WE CAN EDUCATIONAL SERVICES, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named SARA V. RODRIGUEZ located at 10139 S.W. 28th Street, City of Miami, State of Florida as its agent to accept service of process within Florida.

Sara V. Rodriguez
SUBSCRIBER
Dated: February 6, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Sara V. Rodriguez
RESIDENT AGENT
Dated: February 6, 1998

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