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March 19, 1998

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: COLLEGE SUMMERLIN, INC.

Dear Sir:

Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$122.50 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,


James A. Staack

JAS/bb
Enclosures

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FILED
98 MAR 23 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP
3/25/98

**ARTICLES OF INCORPORATION
OF
COLLEGE SUMMERLIN, INC.**



The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is COLLEGE SUMMERLIN, INC.

ARTICLE II

The street address of the initial principal office of the corporation is:

28050 U.S. Highway 19 N.
Suite 208
Clearwater, FL 33761

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

ARTICLE VI

All issued stock shall be held of record by not more than thirty-five (35) persons or entities and shall be issued and transferable only to persons or entities who are not non-resident alien.

ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation is 121 N. Osceola Avenue, 2nd Floor, Clearwater, FL 33755 and the name of the initial registered agent of the corporation at that address is James A. Staack, Esq. of Staack, Klemm and Simms, P.A.

ARTICLE IX

The initial board of directors shall be comprised of the following:

Charles H. Monroe, III	Director
James A. Nashman	Director

ARTICLE X

The name and address of the incorporator of the corporation is:

James A. Staack, Esq.
Staack, Klemm & Simms, P.A.
121 N. Osceola Ave., 2nd Floor
Clearwater, FL 33755

The undersigned has executed these Articles of Incorporation this 19th day of March, 1998.


James A. Staack, Incorporator

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

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is: COLLEGE SUMMERLIN, INC.

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

James A. Staack, Esq.

Staack, Klemm & Simms, P.A.

121 N. Osceola Ave., 2nd Floor

Clearwater, FL 33755

SIGNATURE



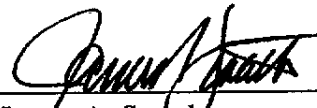
James A. Staack

TITLE: Incorporator

DATE: 3/19/98

Having been named as registered agent and to accept service of process for the above stated 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.

SIGNATURE



James A. Staack

DATE: 3/19/98