

P98000028968

2231 N.E. 35th Street
Lighthouse Point, Florida 33064

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 30 PM 12:27

March 15, 1998

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

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-03/18/98--01089--011
*****70.00 *****70.00

Re: OFF CAMPUS CLOSINGS, INC.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for OFF CAMPUS CLOSINGS, INC., together with our Check No. _____ in the amount of \$70.00, to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

file copy

Please return the ~~Certified Copy~~ to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,

Bonita L. Johnston

Bonita L. Johnston

/blj
Enclosures

989,3557,611,2551,2553
m/98-6209

D. BROWN MAR 30 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 20, 1998

BONITA L. JOHNSTON
2231 N.E. 35TH STREET
LIGHTHOUSE POINT, FL 33064

SUBJECT: OFF CAMPUS CLOSINGS, INC.
Ref. Number: W98000006209

We have received your document for OFF CAMPUS CLOSINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 298A00015049

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ARTICLES OF INCORPORATION

OF

OFF CAMPUS CLOSINGS, INC.

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Article 1 - Name

The name of this corporation is OFF CAMPUS CLOSINGS,
INC.

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business
permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Five Hundred
(500) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of
this corporation is 2231 N.E. 35th Street, Lighthouse Point,
Florida 33064. The initial Registered Agent of this corporation
is BONITA L. JOHNSTON, whose street address is 2231 N.E. 35th
Street, Lighthouse Point, Florida 33064.

Article 6 - Initial Board of Directors

This corporation shall have two directors initially. The
number of directors may be either increased or diminished from time
to time by the by-laws, but shall never be less than two. The name
and address of the initial directors of this corporation are:

Bonita L. Johnston
2231 N.E. 35th Street
Lighthouse Point, Florida 33064

Gary E. Johnston
2231 N.E. 35th Street
Lighthouse Point, Florida 33064

Article 7 - Incorporator

The name and address of the person signing these articles is:

Bonita L. Johnston
2231 N.E. 35th Street
Lighthouse Point, Florida 33064

Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to

be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

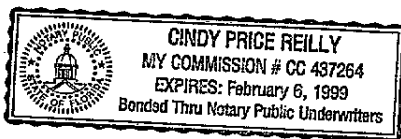
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of March, 1998.

Bonita L. Johnston
Bonita L. Johnston

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared BONITA L. JOHNSTON, known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 15th day of March, 1998.



[Signature]
Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 30 PM 12:28

The following is submitted pursuant to Chapters 48.091(1)
and 607.034 of the Florida Statutes:

OFF CAMPUS CLOSINGS, INC., desiring to organize under the
laws of the State of Florida, being in the County of Broward, at
2231 N.E. 35th Street, Lighthouse Point, Florida 33064, has named
BONITA L. JOHNSTON located at that same address, as its initial
registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the corporation open from 10:00
A.M. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
corporation and the name of its registered agent.

DATED this 23 day of March, 1998.



Bonita L. Johnston