

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Bell Education Center, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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ARTICLES OF INCORPORATION

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OF

BELL EDUCATION CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Bell Education Center, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is c/o Bruce A. Katzen, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., Miami Center, Seventeenth Floor, 201 S. Biscayne Boulevard, Miami, Florida 33131, and the corporation's mailing address is c/o Bruce A. Katzen, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., Miami Center, Seventeenth Floor, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of operating as a school as defined by Section 246.203(1), Florida Statutes.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Bruce A. Katzen. The street address of the corporation's initial registered office is Miami Center, Seventeenth Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Michael Stahl
c/o Bruce A. Katzen, Esq.
Kluger, Peretz, Kaplan & Berlin, P.A.
Miami Center, Seventeenth Floor
201 S. Biscayne Boulevard.
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Bruce A. Katzen, Miami Center, Seventeenth Floor, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 2nd day of April, 1998.

By: 
Bruce A. Katzen

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CERTIFICATE OF REGISTERED AGENT

OF

BELL EDUCATION CENTER, INC.

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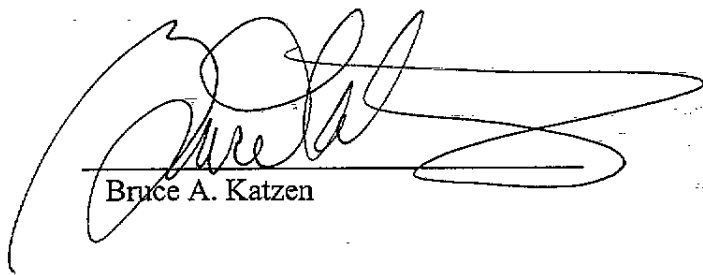
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Bell Education Center, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Bruce A. Katzen, Esq. located at Kluger, Peretz, Kaplan & Berlin, P.A., Miami Center, Seventeenth Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, County of Dade, State of Florida, 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 the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 2nd day of April, 1998.


Bruce A. Katzen