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Kutchins, Bishop & Galbraith P.A.  
Attorneys & Counselors at Law

FILED

BRYAN A. KUTCHINS\*  
ROBERT C. BISHOP\*  
MILTON A. GALBRAITH, JR.  
\*ADMITTED TO FLORIDA & MICHIGAN BAR

INTERNATIONAL LAW BUILDING

3974 TAMPA ROAD  
OLDSMAR, FLORIDA 34677

98 OCT 13 AM 11:45

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FAX 813-855-4893  
E-MAIL: KUTCHINS@MSN.COM

MAILING ADDRESS:  
P.O. BOX 1063  
OLDSMAR, FLORIDA 34677

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 9, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

900002662339-8  
-10/13/98-01029-003  
\*\*\*122.50 \*\*\*\*\*78.75

RE: Filing Articles of Incorporation for STUDY WORKS FLORIDA, INC.

Dear Secretary:

Enclosed are the Articles of Incorporation for a corporation to be incorporated as STUDY WORKS FLORIDA, INC. Enclosed is our check in the amount of \$122.50 representing the following:

Filing Fees	\$35.00
Designation of Registered Agent	35.00
Certificated Copy of Articles	<u>52.50</u>
	\$122.50

If you have any questions, please feel free to contact me at (813) 855-4663.

Very truly yours,

*Bryan A. Kutchins*

Bryan A. Kutchins, Esquire  
KUTCHINS, BISHOP & GALBRAITH, P.A.

BAK/jrl  
Enclosures

P. Hall  
OCT 14 1998  
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**ARTICLES OF INCORPORATION**

**OF**

**STUDY WORKS FLORIDA, INC.**

**FILED**

98 OCT 13 AM 11:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be Study Works Florida, Inc.

**ARTICLE II - ADDRESS**

The principal address of the corporation shall be 728 Shore Drive East, Oldsmar, Florida, 34677.

**ARTICLE III - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV - PURPOSES**

The general character or nature of the business to be transacted by this Corporation is to do any and all legal acts as permitted under the laws of the United States and Florida.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of voting common stock, each having the

par value of \$1.00.

**ARTICLE VI - NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT**

The name and address of its initial Registered Agent is Bryan A. Kutchins, 3974 Tampa Road, Oldsmar, Florida, 34677.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member:

Miles F. Pewitt

728 Shore Drive East  
Oldsmar, Florida 34677

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Miles F. Pewitt, 728 Shore Drive East, Oldsmar, Florida, 34677.

**ARTICLE IX - DATE OF COMMENCEMENT**

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

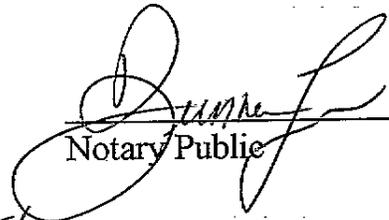
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
Miles F. Pewitt, Incorporator

STATE OF Maryland  
COUNTY OF Montgomery

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared and personally known to me, MILES F. PEWITT, who acknowledged to me that he executed these Articles of Incorporation

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7<sup>th</sup> day of October, 1998

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 3/15/99

**DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

STUDY WORKS FLORIDA, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 728 Shore Drive East, Oldsmar, 34677, County of Pinellas, State of Florida, and names Bryan A. Kutchins, 3974 Tampa Road, Oldsmar, County of Pinellas, State of Florida, 34677, as its agent to accept service of process with the State.

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
Bryan A. Kutchins, Registered Agent

Filing Fee: \$122.50

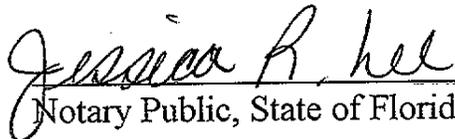
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT:**

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared BRYAN A. KUTCHINS, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 1 day of October, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:

 Jessica R Lee  
My Commission CC744991  
Expires May 25, 2002