

P99000008444
Cox & Davito

ATTORNEYS AND COUNSELORS AT LAW
A Partnership of Professional Associations

FILED
99 JAN 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BENJAMIN J. COX, P.A.
NANCY A. DAVITO, P.A.

Reply to
Post Office Box 490087
Leesburg, Florida 34749-0087

January 19, 1999

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-01/25/99--01104--009
****122.50 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: CONTINUING EDUCATION GROUP OF FLORIDA, INC.

Gentlemen:

Please find enclosed executed "Articles of Corporation" for the above-captioned corporation for filing. I have enclosed my firm's check in the amount of \$122.50 to cover the costs as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Reg. Agent/Des	35.00

Please return a Certified Copy of the *Articles of Incorporation* to the above address.

Please feel free to call collect if you have any questions.

Sincerely,

Mauka GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add suffix*
BJC/tfw
Enclosure DATE *OH*
DOC. EXAM. *OH*

BENJAMIN J. COX

P. Hall

JAN 28 1999
(4)

ARTICLES OF INCORPORATION
OF
CONTINUING EDUCATION GROUP OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby associates herself to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of the corporation is *CONTINUING EDUCATION GROUP OF FLORIDA, INC.* and its principal place of business is *1115 North Lakeshore Boulevard, Howey-In-The-Hills, Florida 34737.*

ARTICLE II - GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall begin its existence on the day in which these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

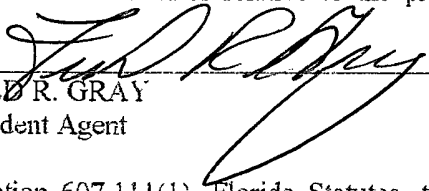
ARTICLE V
ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address is:

FRED R. GRAY, 1115 North Lakeshore Boulevard, Howey-In-The-Hills, Florida 34737.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, 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.


FRED R. GRAY
Resident Agent

Pursuant to the provisions of Section 607.111(1), Florida Statutes, the business of the corporation shall be managed by the Shareholders of the corporation rather than by a Board of Directors.

ARTICLES VII - OFFICERS

The name and post office addresses of the officers of the corporation are: —

PRESIDENT: *FRED R. GRAY*
1115 North Lakeshore Boulevard
Howey-In-The-Hills, Florida 34737

VICE-PRESIDENT: *SUZANNE J. GRAY*
1115 North Lakeshore Boulevard
Howey-In-The-Hills, Florida 34737

SECRETARY: *SUZANNE J. GRAY*
1115 North Lakeshore Boulevard
Howey-In-The-Hills, Florida 34737

TREASURER: *FRED R. GRAY*
1115 North Lakeshore Boulevard
Howey-In-The-Hills, Florida 34737

ARTICLE VIII - INCORPORATORS

The name and address of the incorporators are: —

FRED R. GRAY, 1115 North Lakeshore Boulevard, Howey-In-The-Hills, Florida 34737

SUZANNE J. GRAY, 1115 North Lakeshore Boulevard, Howey-In-The-Hills, Florida
34737

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders of
this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 12th day of
January, 1999

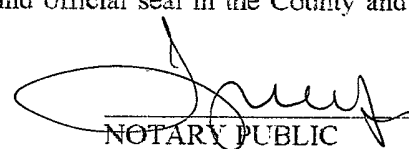

FRED R. GRAY


SUZANNE J. GRAY

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the
State and County aforesaid to take acknowledgments, personally appeared FRED R. GRAY and
SUZANNE J. GRAY, to me, known to be the persons described as the incorporators in and who
executed the foregoing Articles of Incorporation, and they acknowledged before me that they
executed the said Articles of Incorporation, who did _____ did not X take an oath, personally
known _____, produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this the 12th
day of January, 1999.


NOTARY PUBLIC

My Commission Expires:



Tammy F. Wolfe
MY COMMISSION # CC696174 EXPIRES
February 16, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
99 JAN 25 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA