

99000026006



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 177272 128504A

AUTHORIZATION :

Patricia Pijute

COST LIMIT : \$ 70.00

ORDER DATE : March 22, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 177272-005

CUSTOMER NO: 128504A

900002813489--9

CUSTOMER: Warren R. Trazenfeld, Esq
WARREN R. TRAZENFELD, P.A.
WARREN R. TRAZENFELD, P.A.
1st Union Financial, Ste. 1870
200 S. Biscayne Boulevard
Miami, FL 33131-2310

DOMESTIC FILING

NAME: COMPREHENSIVE EDUCATIONAL
SOLUTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 22 PM 3:28

REC-10
99 MAR 22 PM 3:06
DIVISION OF CORPORATIONS
STATION

EFFECTIVE DATE

3/18/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

99 MAR 22 PM 3:28

OF

COMPREHENSIVE EDUCATIONAL SOLUTIONS, INC.

(a Florida corporation)

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is Comprehensive Educational Solutions, Inc.

ARTICLE II

The address of the principal office of the Corporation is 2000 N.E. 122nd Road, N. Miami, Florida 33181.

ARTICLE III

The effective date of the filing of these Articles of Incorporation shall be March 18, 1999.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 1,000,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be Suite 1870, First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be Warren R. Trazenfeld, Esq.

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:


<u>Name</u>	<u>Address</u>
Edward S. Schano	2000 N.E. 122 nd Road N. Miami, Florida 33181

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of March, 1999


Edward S. Schano

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 22 PM 3: 28

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for COMPREHENSIVE EDUCATIONAL SOLUTIONS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: March 18, 1999



Warren R. Trazenfeld