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WRITER'S DIRECT LINE:

June 23, 1999

Palm Beach

VIA UPS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-06/24/99-01061-018
*****78.75 *****78.75

Re: ABC ACADEMIC AND ATHLETIC CAMP, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00
	<hr/>
	\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.

Warren E. Avis, Jr.

FILED
99 JUN 24 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52-25
6-25

ARTICLES OF INCORPORATION

OF

ABC ACADEMIC AND ATHLETIC CAMP, INC.

The undersigned incorporator MARTHA A. LEE for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

ABC ACADEMIC AND ATHLETIC CAMP, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

FILED
99 JUN 24 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FL 32399

The name and address of the initial registered agent is:

MARTHA A LEE

4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARTHA A. LEE

4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

DIRECTORS:

The names and street addresses of the initial Directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

MARTHA A. LEE

4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

OFFICERS:

The names and street addresses of the initial Officers who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

PRESIDENT:
MARTHA A. LEE
4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

VICE PRESIDENT:
ROBERT C. LEE
4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

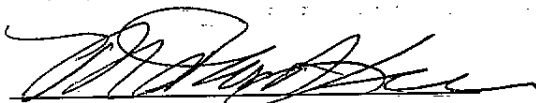
TREASURER:
LACHERI LEE
4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

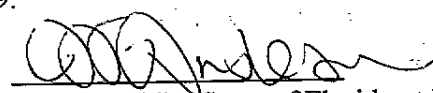
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Palm Beach, Florida, for the uses and purposes aforesaid, on this 18 day of JUNE 1999.

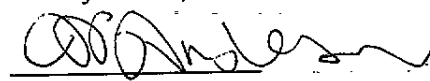

MARTHA A. LEE Incorporator

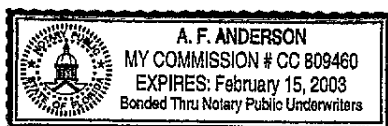
STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

Before me personally appeared MARTHA A. LEE, to me well known to be the person described and who produced DRIVERS LICENSE as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach, Florida, this 18 day of JUNE, 1999.


Notary Public, State of Florida at Large


Name of Acknowledger



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ABC ACADEMIC AND ATHLETIC CAMP, INC.


2. The name and address of the registered agent and office is:

MARTHA A. LEE
4014 WAVERLY DRIVE, WEST PALM BEACH, FL 33407

SIGNATURE

TITLE


DATE


INCORPORATOR
6/18/99

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE


MARTHA A. LEE
6/18/99

FILED
99 JUN 24 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA