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AUGUST 25, 1999

KIPPER L. CONNELL  
8703 ARROWHEAD DRIVE  
HUDSON, FL 34667

400002973214--2  
-08/30/99--01054--010  
\*\*\*122.50 \*\*\*78.75

DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

RE: ARTICLES OF INCORPORATION - HIGH ENERGY LEARNING  
PROGRAMS, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR THE  
ABOVE REFERENCED CORPORATION, IN DUPLICATE, AND A CHECK IN THE  
AMOUNT OF \$122.50 TO COVER THE REQUIRED FILING FEES AND THE  
COST OF A CERTIFIED COPY.

PLEASE MAKE THE EFFECTIVE DATE OF INCORPORATION THE  
DATE OF FILING.

PLEASE FORWARD A CERTIFIED COPY OF THE ARTICLES TO ME,  
AT THE FOLLOWING ADDRESS:

KIPPER L. CONNELL  
8703 ARROWHEAD DRIVE  
HUDSON, FL 34667

THANK YOUR FOR YOUR CONSIDERATION IN THIS MATTER.

VERY TRULY YOURS,

  
KIPPER L. CONNELL  
INCORPORATOR

ENC (3)

FILED  
99 AUG 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 9/2/99

ARTICLES OF INCORPORATION  
OF

HIGH ENERGY LEARNING PROGRAMS, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION,  
EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEM-  
SELVES TOGETHER, TO FORM A CORPORATION FOR PROFIT, UNDER THE LAWS OF  
THE STATE OF FLORIDA.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

THE CORPORATION WILL BE NAMED HIGH ENERGY LEARNING PROGRAMS, INC.  
AND HAVE BOTH PRINCIPAL AND MAILING ADDRESSES LOCATED AT 8703 ARROWHEAD  
DRIVE, HUDSON, FL 34667.

ARTICLE II

THE GENERAL NATURE OF BUSINESS, AND THE OBJECTS AND PURPOSES TO BE  
TRANSACTIONED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE THINGS, HEREIN  
MENTIONED AS FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR  
COULD DO, VIZ., THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS  
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA  
AND SHALL POSSESS ALL OF THE POWERS GRANTED CORPORATIONS, UNDER THE PRO-  
VISIONS OF CHAPTER 607, OF THE FLORIDA STATUTES.

ARTICLE III

THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES  
OF COMMON STOCK, HAVING A PAR VALUE OF \$5.00 PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE  
BUSINESS, SHALL BE \$500.00.

ARTICLE V

THE CORPORATION SHALL COMMENCE UPON COMPLIANCE WITH THE REQUIREMENTS  
OF THE FLORIDA LAW, AND ITS EXISTENCE SHALL BE PERPETUAL.

ARTICLE VI

THE NAMES AND MAILING ADDRESSES OF THE SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION ARE:

NAME -----	ADDRESS -----
KIPPER L. CONNELL	8703 ARROWHEAD DRIVE HUDSON, FL 34667

ARTICLE VII

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE, OF THE CORPORATION OR UNTIL SUCESSORS ARE ELECTED OR APPOINTED, PURSUANT TO THE BY LAWS OF THIS CORPORATION, ARE AS FOLLOWS:

NAME -----	ADDRESS -----
KIPPER L. CONNELL	8703 ARROWHEAD DRIVE HUDSON, FL 34667

ARTICLE VIII

THE CORPORATION SHALL BE GOVERNED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1), NOR MORE THAN THREE (3) DIRECTORS, WITH THE EXACT NUMBER TO BE ESTABLISHED BY THE BYLAWS OF THE CORPORATION.

ARTICLE IX

THE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, AT A MEETING FOR SAID PURPOSE, UNLESS ALL DIRECTORS AND STOCKHOLDERS SIGN A WRITTEN STATEMENT, SETTING FORTH THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES BE MADE.

ARTICLE X

PURSUANT TO SECTION 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO BE IN COMPLIANCE WITH SAID ACT:

HIGH ENERGY LEARNING PROGRAMS, INC. DESIRES TO ORGANIZE UNDER STATE LAWS OF FLORIDA, HAVING ITS REGISTERED OFFICE LOCATED AT 8703 ARROWHEAD DR., HUDSON, FL, HAS NAMED KIPPER L. CONNELL, RESIDING AT 8703 ARROWHEAD DR, HUDSON, FL, AS ITS REGISTERED AGENT, TO ACCEPT SERVICE IN THIS STATE, AT THE ABOVE ADDRESS.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HAND AND SEAL THIS 25<sup>TH</sup> DAY OF AUG., 1999.

AS TO ALL INCORPORATORS:

Wayne F. Berryhill  
WITNESS

Kipper L. Connell  
KIPPER L. CONNELL, INCORPORATOR

Janne M. Rogers  
WITNESS

STATE OF FLORIDA  
COUNTY OF PASCO

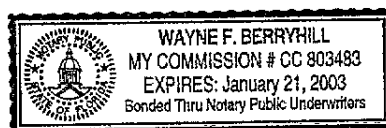
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, KIPPER L. CONNELL, THE INCORPORATOR DESCRIBED IN THE FOREGOING ARTICLES OF INCORPORATION, WHO AFTER BEING DULY SWORN STATED THAT HE DID EXECUTE THE ARTICLES FOR THE PURPOSES AS EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 25<sup>TH</sup> DAY OF AUG. A.D. 1999.  
ID EXAMINED \_\_\_\_\_

Wayne F. Berryhill  
NOTARY PUBLIC

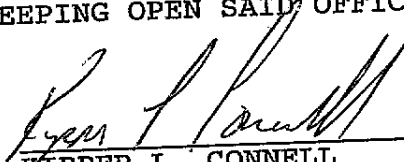
MY COMMISSION EXPIRES:

DOCUMENT PREPARED BY: KIPPER L. CONNELL



ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO ACT IN THIS CAPACITY, AND DO AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
KIPPER L. CONNELL  
REGISTERED AGENT

STATE OF FLORIDA

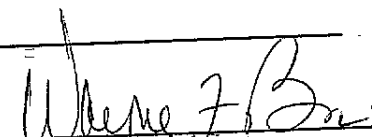
COUNTY OF PASCO

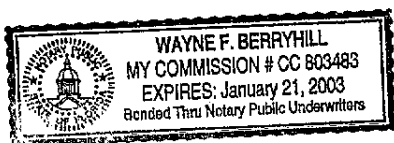
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED KIPPER L. CONNELL, TO ME KNOWN AS THE SAME PERSON NAMED IN THE FOREGOING ACKNOWLEDGEMENT, WHO, AFTER BEING DULY SWORN, DEPOSES AND SAYS THAT HE EXECUTED SAID ACKNOWLEDGEMENT FOR THE PURPOSES AS THEREIN EXPRESSED.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 25<sup>TH</sup> DAY OF AUG. A.D. 1999.

IDENTIFICATION EXAMINED \_\_\_\_\_

MY COMMISSION EXPIRES:

  
NOTARY PUBLIC



FILED  
99 AUG 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT PREPARED BY: KOPPER L. CONNELL