

P99000099252

ROSE B. WACK
POB 512

LEHIGH ACRES, FL 33970

TEL: 941/368-6160
FAX: 941/368-3080

Secretary of State
Div. of Corporations

600003041576--8
-11/10/99--01090--009
*****78.75 *****78.75

Inc. of Educa-SLC Corp.

Ladies and Gentlemen:

Please find enclosed Articles of Incorporation for above mentioned corporation.

Your fast response would be greatly appreciated. If there should be any questions, please call me at the above phone number anytime.

Thanks.

Enclosed is a check for 78.75. Please send me a certificate.

Sincerely yours,

Rose B. Wack

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99 NOV 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 12 1999

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: EDUCA-SLC CORP.

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE FILING OF THESE ARTICLES WITH THE SECRETARY OF STATE, STATE OF FLORIDA.

ARTICLE III - PURPOSE

THIS CORPORATION IS ORGANIZED:

- 1) TO BUY, SELL, TRADE, OWN, MORTGAGE, PLEDGE, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN AND WITH PRODUCTS, GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY AND SERVICES OF EVERY KIND, CLASS AND DESCRIPTION.
- 2) TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE, AS THE SAME MAY BE FROM TIME TO TIME AMENDED.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1000 (ONETHOUSAND) SHARES, NO PAR VALUE.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1000 LEE BLVD, SUITE 208, LEHIGH ACRES, FL 33936, MAILING ADDRESS: POB 512, LEHIGH ACRES, FL 33970
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS ROSE B. WACK.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THE CORPORATION IS:
DR. LEITNER, C/O 1000 LEE BLVD, SUITE 208, LEHIGH ACRES, FL 33936

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ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

ROSE B. WACK, 1000 LEE BLVD, SUITE 208, LEHIGH ACRES, FL 33936

ARTICLE VIII - BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.

ARTICLE IX - MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE X - ACTION BY DIRECTORS WITHOUT A MEETING

THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN CONSENT, AS PROVIDED BY LAW.

ARTICLE XI - INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XII - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

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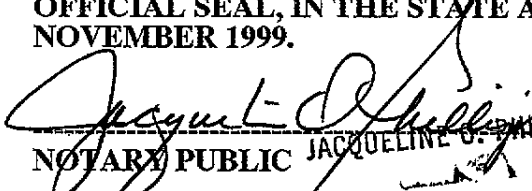
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 31ST DAY OF OCTOBER 1999.


ROSE B. WACK

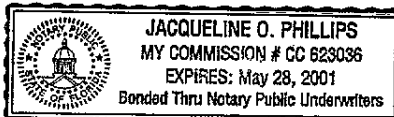
STATE OF FLORIDA, COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED ROSE B. WACK, KNOWN PERSONALLY TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 9TH DAY OF NOVEMBER 1999.


NOTARY PUBLIC JACQUELINE O. PHILLIPS

MY COMMISSION EXPIRES:



FILED
99 NOV 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
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 AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.**

THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH CHAP 48.091 FS

EDUCA - SLC CORP.

**A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT**

1000 LEE BLVD, SUITE 208, LEHIGH ACRES, FL 33936

**HAS NAMED ROSE B. WACK AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THIS STATE.**

**ACCEPTANCE: I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS.
TO KEEP OFFICE OPEN DURING PRESCRIBED HOURS. TO POST MY NAME (AND
ANY OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE
OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME
CONSPICUOUS PLACE IN OFFICE AS REQUIRED BY LAW.**



**ROSE B. WACK
RESIDENT AGENT**