

P 99000110790

TRANSMITTAL LETTER

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CREATIVE EDUCATION SOLUTIONS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.50 for the following:

- 1. Filing Fee \$35.00
- 2. Designation of Registered Agent \$35.00
- 3. Certified Copy \$ 8.75

Total \$78.75

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-12/20/99-01070-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

From:

Name: James L. Schott  
Address: 1207 Waterwitch Cove Circle  
City, State, & Zip: Orlando, FL 32806  
Daytime Telephone Number: (407) 251-9190

FILED  
1999 DEC 20 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1999 DEC 20 PM 12:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**CREATIVE EDUCATION SOLUTIONS**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is:

**Creative Education Solutions, Inc.**

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue **one thousand (1,000) shares of capital stock**, which shall be designated **Common Shares with \$1.00 par value**. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

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

**1207 Waterwitch Cove Circle  
Orlando, Florida 32806**

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: **Frank C. Kruppenbacher, 790 North Orange Avenue, Orlando, Florida 32801.**

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

**James L. Schott**

**1207 Waterwitch Cove Circle  
Orlando, FL 32806**

**Mary V. Schott**

**1207 Waterwitch Cove Circle  
Orlando, FL 32806**

**ARTICLE IX**  
**INCORPORATORS**

The name and address of the Incorporator of this corporation is:

**James L. Schott**

**1207 Waterwitch Cove Circle  
Orlando, FL 32806**

**ARTICLE X**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

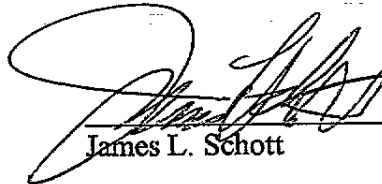
**ARTICLE XI**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII**  
**AMENDMENTS**


The 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 shareholder is subject to this reservation.

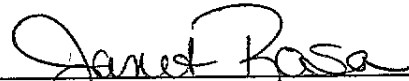

**IN WITNESS WHEREOF**, the undersigned has executed these Articles at Orlando, Florida, this 15<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
James L. Schott

STATE OF FLORIDA    )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of December, 1999, by James L. Schott, who is personally known or who produced \_\_\_\_\_ (type of identification) as identification.

 Janet Rosa  
My Commission CC707306  
Expires January 11, 2002

  
\_\_\_\_\_  
NOTARY PUBLIC  
  
\_\_\_\_\_  
Print Name  
My Commission Expires: 1/11/02  
Commission Number: CC707306

FILED

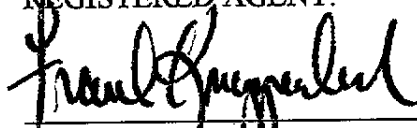
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
\_\_\_\_\_  
Frank C. Kruppenbacher