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July 29, 1993

Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001715388
-02/15/96--01027--008
*****122.50 *****122.50

Re: MASTERS ACADEMY, INC.

Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent of MASTERS ACADEMY, INC., relative to the above-referenced matter. Also enclosed is our check, in the amount of \$122.50, representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,

Jeane Dempsey
Jeane Dempsey
Paralegal

SEARCHED
SERIALIZED
INDEXED
FEB 15 1996
TALLAHASSEE, FLORIDA

TS

/jd
Enclosures

ARTICLES OF INCORPORATION
OF
MASTERS ACADEMY, INC.

EFFECTIVE DATE
2-12-96

ARTICLE I

NAME

The name of this corporation is "Masters Academy, Inc."

FILED
FEB 15 11:43
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 9703 Anders Boulevard, Jacksonville, Florida 32243. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 9703 Anders Boulevard, Jacksonville, Florida 32243, and the name of the initial registered agent of this corporation at that address is E. Carter Nottingham. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director initially. The number of Directors may be increased or diminished, from time to

time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|--|
| E. Carter Nottingham | 1920 Euclid Street Jacksonville, Florida 32210 |
| Jack A. Garcia | 9703 Anders Boulevard Jacksonville, Florida 32243 |

ARTICLE VIII

INCORPORATOR

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

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---|
| E. Carter Nottingham | 1920 Euclid Street Jacksonville, Florida 32210 |

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 12 day of February, 1996.

 (SEAL)
E. Carter Nottingham, Incorporator

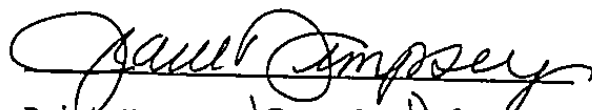
STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 12 day of February, 1996, by E. Carter Nottingham, who is personally known to me or has produced driver's license as identification.



JEANE DEMPSEY
Comm. No. CC 527123
My Comm. Exp. Mar. 31, 2000
Bonded thru Pichard Ins. Agcy.

(SEAL)


Print Name: Jeane Dempsey
Notary Public, State of Florida
at Large.

My Commission Expires: 3-31-00
Commission No.: 527123

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MASTERS ACADEMY, INC.

FILED
FEB 15 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Masters Academy, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 9703 Anders Boulevard, Jacksonville, Florida 32243.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 12 day of February, 1996.


E. Carter Nottingham
Registered Agent

JADM14061.1