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FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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MIAMI FL 33135-

TALLAHASSEE, FL 32399

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((H96000004391))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: ASSOCIATION OF PRIVATE COLLEGES AND SCHOOLS OF DADE

FAX AUDIT NUMBER: H96000004391

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TALLAHASSEE, FLORIDA

*11/16/96
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03 APR 27 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ASSOCIATION OF PRIVATE COLLEGES AND SCHOOLS OF DADE COUNTY, INC.
REF: W96000006702

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004391
Letter Number: 596A00014160

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REPLY BY:

George Zmora
3191 Coral Way 3rd fl
Miami, FL 33145
305-443-6163
FIDAR No. 871605

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SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF

(8)

ASSOCIATION OF PRIVATE COLLEGES AND SCHOOLS
OF DADE COUNTY, INC.

WE, THE UNDERSIGNED hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Chapter 617 Et. Seq., Florida Statutes, and hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be Association of Private Colleges and Schools of Dade County, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: c/o Jones College, 5975 Sunset Drive, Suite 100, South Miami, Florida 33143.

ARTICLE III - PURPOSE

The Corporation is organized as a not-for-profit organization exclusively for cultural and educational purposes.

The corporation is organized to provide a vehicle in Dade County for the pursuit of private education for all citizens of the county, to support the superior quality of private education and insure that everyone is entitled to pursue their education at the institution of their choice.

The corporation's activities will be conducted in such a manner that no part of its net earnings shall insure

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to the benefit of any member, director, officer or individual. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed only to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Directors of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in

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(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV - MEMBERS

The members of the Corporation shall be limited to representatives of private colleges and schools operating in Dade County and other members of the public that support the purposes of the corporation and are admitted to membership by the Board of Directors.

ARTICLE V - TERMS

The term of the Corporation shall be perpetual.

ARTICLE VI - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Name:	Address:
Patricia Donawa	Beacon Career Institute 2900 N.W. 183rd Street, Miami, Florida 33056
Fernando Llerena	Business & Technology Institute 8991 S.W. 107th Avenue Second Floor Miami, Florida 33176
Maria Regueiro	Florida National College 4206 West 12th Avenue Hialeah, Florida 33012
Nancy I. Rodriguez	Jones College 5975 Sunset Drive Suite 100 South Miami, Florida 33143

Hipolito Ramos

Omni Technical School
1710 NW 7th Street
Miami, Florida 33125ARTICLE VII- DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors composed of not fewer than five Directors, the exact number of Directors to be specified in the By-Laws of the Corporation. The Directors, subsequent to the first Board of Directors specified in these Articles of Incorporation, shall be elected by the Board of Directors at its annual meeting as provided in the By-Laws. Provisions for such election, and provisions respecting the removal and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws.

Section 2. The principal officers of the Corporation shall be:

President, Vice President, Secretary and Treasurer who shall be elected by the Board of Directors at its annual meeting in the manner set forth in the By-Laws.

ARTICLE VIII - OFFICERS

The names of the officers who are to serve until the first election of officers, pursuant to the terms of

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the By-Laws, are as follows:

Nancy Rodriguez	President
Patricia Donawa	Vice President
Fernando Llorena	Vice President
Maria Regueiro	Secretary
Hipolito Ramon	Treasurer

ARTICLE IX - THE BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors of the Corporation shall be six, and the names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal, are as follows:

Name:	Address:
Patricia Donawa	Beacon Career Institute 2900 N.W. 183rd Street, Miami, Florida 33056
Fernando Llerena	Business & Technology Institute 8991 S.W. 107th Avenue Second Floor Miami, Florida 33176
Maria Regueiro	Florida National College 4206 West 12th Avenue Hialeah, Florida 33012
Nancy I. Rodriguez	Jones College 5975 Sunset Drive Suite 100 South Miami, Florida 33143

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Hipolito Ramon

Omni Technical School
1710 NW 7th Street
Miami, Florida 33125

ARTICLE X - BY-LAWS

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may thereafter be altered, amended or repealed, and the new other By-Laws may be made and adopted by the Board of Directors pursuant to the provisions of the By-Laws.

ARTICLE XI - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any director of the Corporation, and shall be made and adopted by the Board of Directors at its annual meeting or at a special meeting called for that purpose, pursuant to the provisions of the By-Laws. Said amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Secretary of State and all filing fees paid.

ARTICLE XII - VOTING RIGHTS

The Board of Directors shall possess all voting rights in the Corporation. The members of the Corporation shall possess no voting rights.

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IN WITNESS WHEREOF, the subscribers hereto have hereunto affixed their signatures this 20th day of March, 1996.

Hipolito Ramos
Hipolito Ramos

Nancy Rodriguez
Nancy Rodriguez

Fernando Llerena
Fernando Llerena

Patricia Donawa
Patricia Donawa

Maria Regueiro
Maria Regueiro

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 20th day of March, 1996, by Hipolito Ramos, Nancy Rodriguez, Fernando Llerena, Patricia Donawa and Maria Regueiro, who are personally known to me.

Gwendolyn L. Thomas
(Signature of person taking acknowledgment)

Gwendolyn L. Thomas
(Name of acknowledger typed, printed or stamped)

Notary Public
(Title or rank)

Serial number, if any



"OFFICIAL SEAL"
Gwendolyn L. Thomas
My Commission Expires 11/14/97
Commission #CC 329835

This instrument prepared by:
George S. Zamora, Esq.
3191 Coral Way, Third Floor
Miami, FL 33145
(305)443-6163
FBN: 871605

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INITIAL REGISTERED AGENT AND ADDRESS

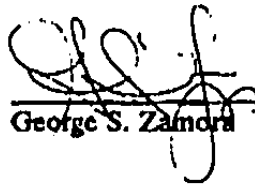
The name and address of the initial registered agent is:

George S. Zamora
3191 Coral Way, Third Floor
Miami, Florida 33145

ACCEPTANCE OF REGISTERED AGENT

The undersigned, George S. Zamora, whose address is 3191 Coral Way, Third Floor, Miami, Florida 33145, hereby accepts the designation as registered Agent for Association of Private Colleges and Schools of Dade County, Inc.

DATED: April 1st, 1996


George S. Zamora

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA