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TRANSMITTAL LETTER

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

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-06/05/98--01019--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: The American Schools Investment Corp.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status.

A check for \$78.75 is enclosed.

FROM: John T. Manhire, Jr.  
President  
Legal Document Services, Inc.  
Incorporator  
5728 Major Boulevard, Suite 240  
Orlando, Florida 32819  
(407) 345-1155

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE AMERICAN SCHOOLS INVESTMENT CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.  
NAME

The name of the corporation shall be THE AMERICAN SCHOOLS INVESTMENT CORP.

ARTICLE II.  
NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III.  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV.  
ADDRESS

The corporation's principal place of business shall be 5728 Major Boulevard, Suite 240, Orlando, Florida. The street address of the initial registered office of the corporation shall be 5728 Major Boulevard, Suite 240, Orlando, Florida 32819, and the name of the initial Registered Agent for the corporation at that address is Legal Document Services, Inc.

ARTICLE V.  
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI.  
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII.  
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII.  
SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX.  
DIRECTORS

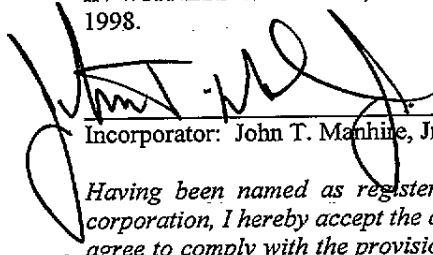
This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

- James M. Weathers of Orange County, Florida
- John T. Manhire of Orange County, Florida
- D. Porter Spangler of Orange County, Florida
- John T. Manhire, Jr. of Orange County, Florida

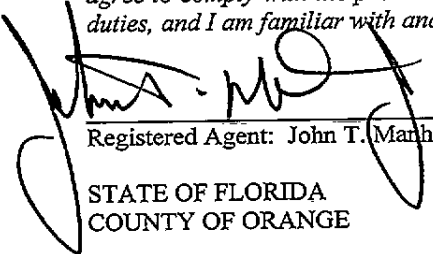
ARTICLE X.  
INCORPORATOR

The name and address of the incorporator is: John T. Manhire, Jr., President, Legal Document Services Inc., 5728 Major Boulevard, Suite 240, Orlando, Florida 32819.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this second day of June, 1998.


  
Incorporator: John T. Manhire, Jr., President, LEGAL DOCUMENT SERVICES, INC.

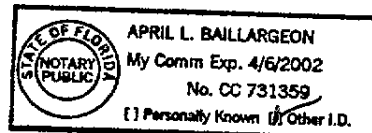
*Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Registered Agent: John T. Manhire, Jr., President, LEGAL DOCUMENT SERVICES, INC.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 2nd day of June, 1998, by John T. Manhire, Jr.

  
Notary Public  
State of Florida  
My Commission Expires: 4/6/2002



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TALLAHASSEE, FLORIDA