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APR. 21 1998 2:20 PM FLORIDA DIVISION OF CORPORATIONS NO. 40 P. 1/6

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #:
(850) 922-4000

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC. ACCT#:
075350000353
CONTACT: CATHY LEACH
PHONE: (212) 431-5000 FAX #:
(212) 431-5111

NAME: STUDY GROUP USA, INC.
AUDIT NUMBER.....H98000007517
DOC TYPE.....FOREIGN PROFIT QUALIFICATION
CERT. OF STATUS..0 PAGES..... 5
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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Study Group USA, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. State of Delaware
(State or country under the law of which it is incorporated)
3. 94-3255842
(FEI number, if applicable)

4. November 22, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualifying
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 1470 Pine Street, San Francisco, California 94109

(Current mailing address)

8. See Rider
(Purpose(s) of corporation authorized in home state or country to be carried out in the State of Florida)

9. Name and street address of Florida registered agent:

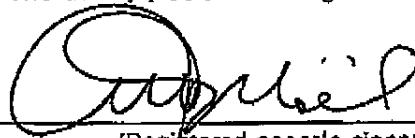
Name: BlumbergExcelsior Corporate Services, Inc.

Office Address: 4435 Old Winter Garden Road

Orlando, Florida, 32802
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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's signature) (Officer)

Marc D. Moel, Asst. Secretary

(Type Name and Title of Officer)

BlumbergExcelsior
62 White Street
New York, NY 10013
(212) 431-5000
(FLA. - 2189 - 11/16/94)

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NO. 740

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RIDER

8. *Study Group USA will open a school in Boca Raton in alliance with Lynn University to provide English language training to international students and to prepare them for universities study.*

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Duncan Greenland

Address: 1470 Pine Street

San Francisco, California 94109

Director: _____

Address: _____

B. OFFICERS

President: Ian M. Sanders

Address: 430 Hayes Street

San Francisco, California 94102

Vice President: John F. Hayet

Address: 265 Glenview Drive

San Francisco, California 94131

Secretary: Charles Engros

Address: 101 Park Avenue

New York, New York 10178

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Treasurer: John Sykes

Address: BSG - LORNA HOUSE

HOLK - E. SUSSEX, ENGLAND

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOHN F. HAYET VICE - PRESIDENT
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STUDY GROUP USA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STUDY GROUP USA, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9002384

DATE: 03-31-98

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