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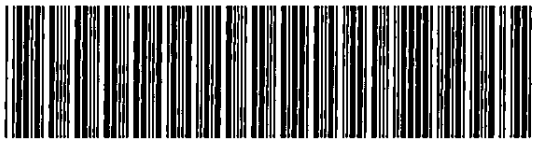
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APPROVED
AND
FILED
07 MAR 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended Rest.

C. Gouliette MAR 19 2007

International College
Lavern Norris Gaynor
President's Chair

INTERNATIONAL COLLEGE

Office of the President

2655 Northbrooke Drive • Naples, Florida 34119 • 239-513-1122 • 800-466-8017 • Fax 239-598-6253

VIA FEDERAL EXPRESS

March 15, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing of Third Amended and Restated Articles of Incorporation of International College, Inc.

To Whom It May Concern:

Enclosed please find the Third Amended and Restated Articles of Incorporation of International College, Inc. along with the $35 filing fee and the $8.75 certified copy fee.

Please send the certified copy to International College, Inc. 2655 Northbrooke Drive, Naples, FL 34119.

Please feel fee to contact me at 239-513-1122 should you have any questions or need additional information.

Sincerely,

Terry P. McMahan
President

Enclosures

THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTERNATIONAL COLLEGE, INC.
(NOT-FOR-PROFIT)

Pursuant to the provisions of Sections 617.0202 and 617.0801-617.0833 (1992) of the Florida Not for Profit Corporation Act, and in accordance with a resolution fully adopted by the Board of Trustees, the undersigned Corporation hereby adopts the following Third Amended and ~~Restated~~ Restated Articles of Incorporation, there are no members to vote.

The following amendments of the Third Amended and Restated Articles of Incorporation were adopted by the Corporation on March 15, 2007, in the manner prescribed by the Florida Not for Profit Act.

APPROVED
AND
FILED
07 MAR 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the Corporation shall be International College, INC.

ARTICLE II
Purpose

INTERNATIONAL COLLEGE, INC. is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). INTERNATIONAL COLLEGE, INC. is a Corporation as defined in Chapter 617, Florida Not for Profit Corporation Law, in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to, the benefit of its members, directors or officers or any private person except to the extent permissible under the Not for Profit Corporation Law and provisions of the Internal Revenue Code.

The general nature and objectives of the Corporation shall be: to establish, maintain and operate an institution of learning especially designed to provide qualified students with the introduction, acquisition, development and understanding of learning and skill in business and business supported disciplines, the liberal arts and sciences, including all phases of education; to confer any and all Degrees, Diplomas, and/or Certificates, including, but not limited to, Bachelor, Master, Doctorate, Honorary, Associate, and/or any other which may be appropriate to the particular level of education of the student or individual. To provide a job placement service for students, graduates and others; to raise money and accumulate and acquire monies and property, real and

personal, for the purposes aforesaid by all legal means, by collection of tuition money, fees and other proper charges from students in connection with the aforesaid educational institution; by the issuance and sale of bonds, debentures and other proper certificates of indebtedness; the solicitation and acceptance of contributions and gifts from the living and by will; to accept and receive gifts of money and property made in trust and to execute such trusts, all to like extent and effectiveness as of a personal trustee, to buy, sell, lease and mortgage property of all kinds (no purchaser, lessee or mortgagee being obliged to look to the application of the proceeds); to invest and reinvest its monies including proceeds of all sales and income received; to expend monies acquired or derived as aforesaid for the cost of conducting its operations and in promoting the primary objectives aforesaid, both within and without its membership; to sell, assign, transfer, convey, mortgage, pledge, lease, or otherwise encumber the property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the payment of such claims by pledge or mortgage; and to do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida and provisions of the Internal Revenue Code; provided, however, that no officer, member or employee of this Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation thereof except reasonable compensation for agreed full or part time services in effecting one or more of its purposes, and provided further that no officer, member or employee of this Corporation shall receive or be lawfully entitled to receive pecuniary profit from the distribution of the assets of this Corporation.

ARTICLE III
Term

The term of INTERNATIONAL COLLEGE, INC. shall be perpetual.

ARTICLE IV
Limitations

No substantial part of the activities of the Corporation shall consist of carrying propaganda, or otherwise attempt to influence legislation (Except to the extent authorized by Section 501(i) of the Internal Revenue Cord of 1976 during any fiscal year or years in which the Corporation has chosen to utilize the benefits authorized by that statutory provision); nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; not shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

The Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

NO part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for employment and services rendered to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE V
Officers

The business, administrative and academic affairs of INTERNATIONAL COLLEGE, INC. shall be managed by the executive officers designated in the By-Laws. The officers shall be elected by the Board of Trustees and they shall serve as the pleasure of the Board of Trustees. The Board of Trustees shall periodically review and evaluate the officers. The names of the officers who shall serve until their successors are elected by the Board of Trustees are as follows:

Office	Names
President	Terry P. McMahan
Secretary	Jeanette W. Brock
Treasurer	John W. White

ARTICLE VI
Trustees

The affairs and property of INTERNATIONAL COLLEGE, INC. shall be administered by a Board of Trustees (statutorily referred to as "Directors") consisting of the number of Trustees fixed by the BY-Laws, but not less than three (3) Trustees. The Board of Trustees is the governing board and legal body responsible for the institution which it holds in trust. The Board of Trustees is the legal custodian of the property of the Institution and exercises control over the affairs of the Institution. Their statutory authority is found in Florida Statutes, Sections 617.0801-617.0833 (1992) and the statutory title is referred to as "Board of Directors."

The Trustees of INTERNATIONAL COLLEGE, INC. shall be elected in a manner specified in Article II of the By-Laws. Trustees may be removed and vacancies on the Board of Trustees shall be filled in the manner provided in the By-Laws.

The names and addresses of the Trustees who shall hold office until their successors are elected and have been qualified until removed are as follows:

Name	Address
Mr. John J. Agnelli	Power Corporation 3050 Horseshoe Drive North Suite 105 Naples, Florida 34104-7911
Mr. Keith Arnold	14101 River Rd. Ft. Myers, FL 33905
Dr. Joseph Donahue	3971 Gulf Shore Blvd. No. PH 201 Naples, FL 34103
Mr. Todd Gates	Gates McVey 12810 Tamiami Trail North Naples, FL 34110
The Honorable Mayor Jim Humphrey	City of Fort Myers 2200 Second Street Fort Myers, FL 33901
Ms. Colleen M. Kvetko	Executive Vice President Marketing and Customer Acquisitions Fifth Third Bank 999 Vanderbilt Beach Road P.O. Box 413021-3021 MD B 9998C Naples, FL 34101-3021
Mr. Gerard A. McHale, Jr.	1601 Jackson Street, #200 Ft. Myers, FL 33901
Ms. Kathleen Passidomo	Kelly, Passidomo, Alba & Cassner, LLP 2390 Tamiami Trail North Suite 204 Naples, FL 34103
Mr. Michael Prioletti	Robert W. Baird & Co. 5811 Pelican Bay Blvd., #102 Naples, FL 34108

Dr. Jim Stamper	320 Raintree Drive Hendersonville, TN 37075
Ms. Sandy Stilwell	Captiva Island Inn PO Box 848 Captiva, FL 33924
Mr. Richard L. Woodruff, DPA, AICP	Senior V.P. & Manager-Ft. Myers Office WilsonMiller 4571 Colonial Blvd, Suite 100 Ft. Myers, FL 33912

ARTICLE VII
By-Laws

The By-Laws of INTERNATIONAL COLLEGE, INC. shall be established by the Trustees of INTERNATIONAL COLLEGE, INC., and upon ratification by a majority of a quorum of the Trustees present at any meeting of the Trustees, the By-Laws shall be approved. By-Law amendments shall be approved by the Board of Trustees.

ARTICLE VIII
Amendment of Articles

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

> A resolution for the adoption of a proposed amendment may be proposed by the Board of Trustees of INTERNATIONAL COLLEGE, INC. Approval of a proposed amendment shall require the affirmative vote of a majority of the Trustees of the Corporation.

A copy of each amendment to these Articles shall be filed with the Secretary of the State of Florida.

ARTICLE IX
Registered Agent

The street address of the registered office of INTERNATIONAL COLLEGE, INC. is 2655 Northbrooke Drive, Naples, FL 34119, and the name of the Registered Agent of INTERNATIONAL COLLEGE, INC. at that address is Terry P. McMahan.

ARTICLE X
Dedication of Assets

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence subject to the provisions of Chapters 607 and 627, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal government or to state or local government for exclusive public purpose.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of INTERNATIONAL COLLEGE, INC. is then located, exclusively for such purposes or to such organization or organization as such court shall determine, which are organized and operated exclusively for charitable purposes.

ARTICLE XI
References

All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provision of future United States Internal Revenue laws).

The foregoing Third Amended and Restated Articles of Incorporation restate, integrate and amend, in accordance with the By-Laws and the Corporation's Articles of Incorporation.

Date: MARCH 15, 2007.

INTERNATIONAL COLLEGE, INC.

By _____
Terry P. McMahan, President

By _____
Jeanette W. Brock, Secretary

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Terry P. McMahan, who is to me known to be the person described in and who subscribed to the above Third Amended and Restated Articles of Incorporation, and he does freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2055 Northbrooke Drive, Naples, FL 34119, in said County and State, this 15th day of March, 2007.

Linda A. Paine
Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Terry P. McMahan

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Terry P. McMahan, who is to me known to be the person described in and who subscribed to the above Third Amended and Restated Articles of Incorporation, and he does freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2055 Northbrooke Drive, Naples, FL 34119, in said County and State, this 15th day of March, 2007.

Linda A. Paine
Notary Public

My commission expires:

LINDA A. PAINE
MY COMMISSION # DD 374531
EXPIRES: December 13, 2008
Bonded Thru Notary Public Underwriters