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FLORIDA NON-PROFIT CORPORATION

INTERNATIONAL CENTER OF EDUCATION AND DEVELOPMENT, C

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ARTICLES OF INCORPORATION

OF

**INTERNATIONAL CENTER OF EDUCATION AND
DEVELOPMENT, CORP.**

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for non-profits.

ARTICLE I

The name of the corporation shall be INTERNATIONAL CENTER OF EDUCATION AND DEVELOPMENT, CORP.

ARTICLE II

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

Its business shall be carried on at Miami-Dade County, and such other points or places in the State of Florida and in the United States and foregoing countries as may from time to time, by authorized by the Board of Directors. Its principal office shall be at:

950 NW 22nd Avenue, Miami, FL 33125

ARTICLE III

The specific purpose of this corporation is for the purpose of higher and/or post secondary education on an international level.

Prepared By:

Joseph A. Chambrot, Esq.
FBN:434566
950 NW 22nd Avenue
Miami, FL 33125

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ARTICLE IV

The business of this corporation shall be conducted by a Board of Directors of not less than (3) Directors; the exact number of directors to be fixed by the by-laws of this corporation.

ARTICLE V

The names and post office addresses for the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

Joseph A. Chambrot President/Director
950 NW 22nd Avenue
Miami, FL 33125

Lisbeth R. Figallo Secretary/Treasurer/Director
950 NW 22nd Avenue
Miami, FL 33125

Carolyn Garcia Director
950 NW 22nd Avenue
Miami, Florida 33125

ARTICLE VI

REGISTERED AGENT

The name and street address of the Registered Agent to these Articles of Incorporation is:

Joseph A. Chambrot, Esq., 950 NW 22nd Avenue, Miami, FL 33125

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Joseph A. Chambrot, Esq.

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ARTICLE VII


The provisions of this Charter, and each and every article and section hereof, and the By-laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.



 Joseph A. Chambrot



 Lisbeth R. Figallo



 Carolyn Garcia

STATE OF FLORIDA)
) SS
 COUNTY OF DADE

02 FEB - 6 AM 11:08

F.H.L.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

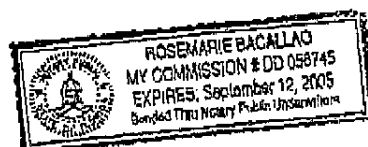
BEFORE ME, the undersigned authority personally appeared Joseph A. Chambrot, Lisbeth R. Figallo, and Carolyn Garcia who are personally known to me or who did produce Pass. Licenses as identification and have executed these Articles of Incorporation and acknowledges before me the execution of these Articles of Incorporation and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal in Miami-Dade County, Florida on this 5th day of Feb., 2002.



 NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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