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DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC.

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April 28, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC.
2300 SW 145TH AVE
MIRAMAR, FL 33027

SUBJECT: DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC.
REF: N03000001532

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The date of adoption of each amendment must be included in the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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06 MAY -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC.**

Pursuant to the provisions of Chapter 617 et seq. of the Florida Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation in its entirety and reads as follows:

ARTICLES OF INCORPORATION

OF

DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be **DEVRY STUDENT ACTIVITIES OF FLORIDA, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is **2300 S. W. 145th AVENUE, MIAMI, FLORIDA 33027.**

ARTICLE III: PURPOSE

The Corporation is organized and operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Additionally, the Corporation shall plan, organize, and manage student activities at the Devry University, South Florida campus.

ARTICLE IV: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

THIS DOCUMENT AND ITS CONTENTS ARE UNCLASSIFIED, EXCEPT WHERE SHOWN OTHERWISE BY THE FOLLOWING ARTICLES OF INCORPORATION (21-000)

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ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 2300 S.W. 145th AVENUE, MIRAMAR, FLORIDA 33027; and PIETA A. PELOBELLO is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of THREE (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The Board of Directors shall consist of the following:

CAROLE COMARCHO
2300 S.W. 145th AVENUE
MIRAMAR, FLORIDA 33027

MICHAEL CUBBIN
2300 S. W. 145th AVENUE
MIRAMAR, FLORIDA 33027

PIETA A. PELOBELLO
2300 S. W. 145th AVENUE
MIRAMAR, FLORIDA 33027

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The Incorporator of the Corporation is as follows:

ALLISA GILLIEAN
2300 S. W. 145TH AVENUE
MIRAMAR, FLORIDA 33027

IN WITNESS WHEREOF, I, ALLISA GILLIEAN, the undersigned incorporator to these

Articles of Incorporation, have affixed my signature thereto on April 26, 2006


ALLISA GILLIEAN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First—That DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of MIRAMAR; County of BROWARD, State of Florida, has named PIETA A. PELOBELLO, at 2300 S.W. 145th AVENUE, in the City of MIRAMAR, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED: _____

Pieta A. Pelobello
PIETA PELOBELLO

DATED: _____

April 26, 2006

The foregoing Amended and Restated Articles of Incorporation of DeVry Student Activities of South Florida, Inc., were adopted in its entirety by the Board of Directors on April 20, 2006, and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, I, PIETA PELOBELLO, the undersigned DIRECTOR of

DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC., have affixed my signature thereto on April 26, 2006.

Pieta A. Pelobello
PIETA PELOBELLO

DEVELOPMENT AND RESTATED ARTICLES OF INCORPORATION, INCORPORATED IN THE STATE OF FLORIDA, AND RESTATED ARTICLES OF INCORPORATION, DEVRY STUDENT ACTIVITIES OF SOUTH FLORIDA, INC., 2006

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