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LAW OFFICES

Furr & Cohen, P.A.

ONE BOCA PLACE, SUITE 337W
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 395-0500
FAX (561) 338-7532
E-MAIL: THEFIRM@FURRCOHEN.COM
WWW.FURRCOHEN.COM

C. William Berger
OF COUNSEL
ALSO MEMBER OF PENNSYLVANIA BAR

Charles I. Cohen
ALSO MEMBER OF OHIO BAR

Robert C. Furr
ALSO MEMBER OF GEORGIA BAR
BOARD CERTIFIED
BUSINESS BANKRUPTCY LAW.

Marc P. Barmat

Alan R. Crane

Alvin S. Goldstein
ALSO MEMBER OF NEW YORK BAR
BOARD CERTIFIED
BUSINESS BANKRUPTCY LAW.

Mark S. Roher

December 21, 2004

Ms. Stacy Prather
Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Diplomatic & Consular Academy Corporation

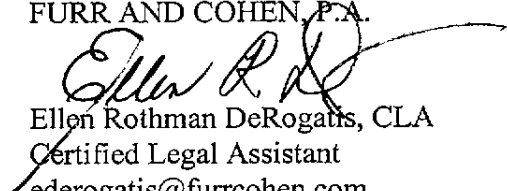
Dear Stacy:

Thank you for your assistance with regard to re-filing this corporation as an not-for-profit corporation. I have removed the stock provisions and have changed the minimum amount of directors to three. Please use the Certificate Designating Place of Business of Domicile for the Service of Process that we sent you previously. This will avoid the necessity to have our client travel to our office yet again.

Thank you again for your help.

Very truly yours,

FURR AND COHEN, P.A.


Ellen Rothman DeRogatis, CLA
Certified Legal Assistant
ederogatis@furrcohen.com

04 DEC -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE DIPLOMATIC & CONSULAR ACADEMY CORPORATION**

The undersigned subscribed to these Articles of Incorporation to form a corporation for not-for-profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **THE DIPLOMATIC & CONSULAR ACADEMY CORPORATION** and its initial post office address and its principal office for the conduct of business is: 1311 SW Cedar Terrace, Boca Raton, Florida 33486.

ARTICLE II

The general nature of the business to be transacted by this corporation is to educate and train diplomatic and consular staff and students in international relations, foreign policy and business, and

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that

all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE IV

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE V

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than three.

The name(s) of the initial director(s) of this corporation are:

John Quirk
1311 SW Cedar Terrace
Boca Raton, Florida 33486

Ambassador Carlos Carrasco
130 Albert Street
Suite 416

Ottawa, Ontario Canada K19-5 G4

Tannaz Etebarian
11906 Castlegate Court
Rockville, Maryland 20852

ARTICLE VI

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VII

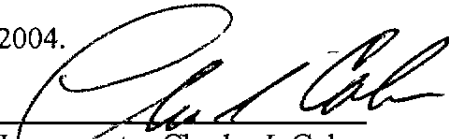
The street address of the initial registered office of this corporation is 1311 SW Cedar Terrace, Boca Raton, Florida 33486 and the name of the initial registered agent of this corporation is John P. Quirk.

ARTICLE III

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of

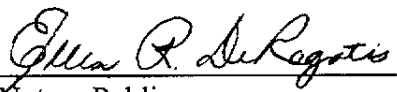
Incorporation this 21 day of December, 2004.


Incorporator, Charles I. Cohen

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, Charles I. Cohen, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 21 day of December, 2004.


Notary Public
My Commission Expires:



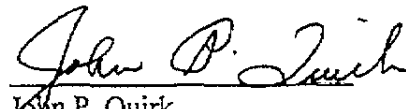
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 1311 SW Cedar Terrace, Boca Raton, Florida 33486, appoints John P. Quirk, as its agent to accept service of process within this State.

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 provision of said Act relating to keeping open said office.



John P. Quirk
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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