

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks

MAIL TO:
P.O. Box 5820
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 539669 5535A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : February 8, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 539669

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst
COHEN BERKE BERNSTEIN BRODIE
KONDELL & LASZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33139

DOMESTIC FILING

N 75000000631

NAME: IEDC EDUCATIONAL INSTITUTE OF
SOUTH FLORIDA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

RECEIVED
95 FEB -8 2:12 PM
TALLAHASSEE, FL 32310

FILED
95 FEB -8 2:11 PM
TALLAHASSEE, FL 32310

2-8-95
62/11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 8, 1995

use file date

CORPORATION INFORMATION SERVICES INC.
1201 HAYS ST.
TALLAHASSEE, FL 32301

Resubmit 2-8-95

SUBJECT: IEDC EDUCATIONAL INSTITUTE, INC.
Ref. Number: W95000002904

We have received your document for IEDC EDUCATIONAL INSTITUTE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

THE CORPORATE NAME IS DIFFERENT EVERY PLACE IT APPEARS; PAGE ONE AND PAGE SEVEN.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6930.

Tim Murphy
Corporate Specialist

Letter Number: 995A00005495

ARTICLES OF INCORPORATION OF
IEDC EDUCATIONAL INSTITUTE OF SOUTH FLORIDA, INC.
a Florida corporation not for profit

FILED
95 FEB -3 PM 1:15
SEC. 1
TELEPHONE

The undersigned, acting as the incorporator of IEDC EDUCATIONAL INSTITUTE OF SOUTH FLORIDA, INC., pursuant to the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME.

The name of the Corporation is IEDC EDUCATIONAL INSTITUTE OF SOUTH FLORIDA, INC., a Florida corporation not for profit.

ARTICLE II. PRINCIPAL OFFICE ADDRESS.

The initial principal office of the Association shall be located at 225 South Federal Highway, Second Floor, Deerfield Beach, Florida 33441.

ARTICLE III. TERM.

The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE IV. INCORPORATOR.

The name and street address of the incorporator is as follows:

Jorge H. Suarez, Esq.
Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo,
P.A.
2601 South Bayshore Drive
19th Floor
Miami, Florida 33133

ARTICLE V. PURPOSE.

The Corporation is formed for such educational purposes as to qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the

"Code"), or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations pursuant to the Code.

The Corporation shall not, as a substantial part of the Corporation's activities, carry on propaganda or otherwise attempt to influence legislation; nor shall the Corporation participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE VI. ACTIVITIES NOT PERMITTED.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding provisions of any subsequent federal tax laws.

ARTICLE VII. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to

share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Upon the dissolution of the Corporation or the winding up of the Corporation's affairs, the assets of the Corporation shall be distributed exclusively to educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the regulations promulgated pursuant to such section as now in existence or as may hereafter be amended.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

The Corporation's powers shall be exercised, the Corporation's properties controlled, and the Corporation's affairs conducted by the Board of Directors of the Corporation. The method of election or appointment of the Directors shall be by the majority vote of the Members of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
ROBERT A. SELTZER	225 S. Federal Highway Second Floor Deerfield Beach, Florida 33441
RICHARD N. BERNSTEIN	Cohen, Berke, Bernstein, Brodie, Kondell & Laszlo, P.A. 2601 South Bayshore Drive 19th Floor Miami, Florida 33133
FREDERICK R. ADLER	666 Fifth Avenue, 31st Floor New Yrk, New York 10103

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified to the extent permitted by law by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon such person in connection with, or resulting from, any action, suit, or proceedings of whatever nature, to which such person is or shall be made a party by reason of being or having been a Director or Officer of the Corporation (whether or not such person is a Director or Officer of the Corporation at the time such person is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of such person's duties as such Director or Officer. The right of indemnification provided in these Articles of Incorporation shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X. MEMBERSHIP.

The Members of the Corporation shall consist of all persons named as Directors of the Corporation and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe

the form and manner in which application may be made for membership to the Corporation, and the Members may be admitted by the Board of Directors only. The authorized number of the Members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection of such dues and assessments shall be set forth in the Bylaws.

ARTICLE XI. BYLAWS.

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of the Corporation's purposes as such Directors may determine to be necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by the Members of the Corporation.

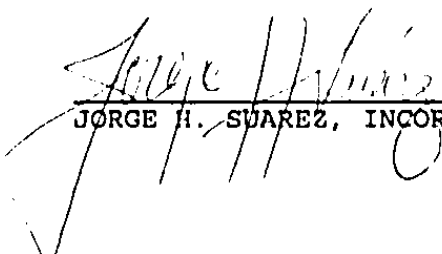
ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION.

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Directors.

ARTICLE XIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent of the Corporation is COBER REGISTERED AGENTS, INC., a Florida corporation, whose address is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 6th day of February, 1995, for the purpose of forming the Corporation not for profit under the laws of the State of Florida.



JORGE H. SUAREZ, INCORPORATOR

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of February, 1995, by JORGE H. SUAREZ, who is personally known to me or who has produced _____ as identification and who did take an oath.

Signature: Margaret Ann Russell

Print Name: Margaret Ann Russell

Nobary Public, State of Florida
at Large

Commission Number: _____

My Commis. on Expires: 4/1/96

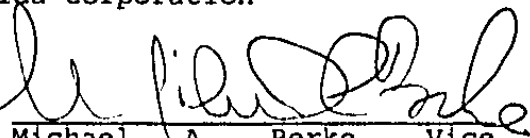
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as the registered agent for IEDC EDUCATIONAL INSTITUTE OF SOUTH FLORIDA, INC. in the foregoing Articles of Incorporation, the undersigned, on behalf of COBER REGISTERED AGENTS, INC., a Florida corporation, agrees to accept service of process for the Corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. The undersigned is familiar with and accept the obligations of that position.

Dated: February 6th, 1995

COBER REGISTERED AGENTS, INC., a
Florida corporation

By:


Michael A. Berke, Vice
President

FILED
95 FEB - 8 PM 1:15
TALLAHASSEE, FLORIDA