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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: ITC, INC.

AUDIT NUMBER.....H98000014422

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

BLUMBERG/EXCELSIOR

SUBJECT: ITC TRAINING CENTER, INC.
REF: W98000017695

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE DOCUMENT STILL TO THE STATE THE MANNER IN WHICH THE DIRECTORS ARE ELECTED OR APPOINTED. ARTICLE IV ONLY STATES THE MANNER OF THE MEMBERS.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000014422
Letter Number: 698A00040808

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ITC Training Center, Inc.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is: *ITC Training Center, Inc.*

ARTICLE II

The address of the principal address of the corporation is:

7630 SW 32nd Street, Miami, Florida 33155

ARTICLE III

The purpose of the corporation is as follows:

The corporation will be a school training mostly low income Hispanic students in Dade County, Florida to become Home Health Aids, Nurse's Aides and Medical Assistants. The school will offer job placement assistance to graduates. Students will serve as interns as well, during their training; working in patient's homes, nursing home or hospitals. They will not be paid during this internship phase of instruction.

The school will use Federal Funding to assist the students in making tuition payments.

ARTICLE IV

The provision for qualification of members and directors and the manner of their admission will be provided for in the by-laws.

Blumberg Excelsior
62 White St
NY, NY 10013
212-431-5000

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ARTICLE V

The initial board of directors shall consist of three (3) members. The names and addresses of the directors are as follows:

*Zuleica Perdomo
2633 SW 32nd Court
Miami, Florida 33133*

*Loretta Teich
120 Golden Isles Drive, #54B
Hallandale, Florida 33099*

*Robert Teich
285 Henry Street
Brooklyn, New York 11201*

ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable

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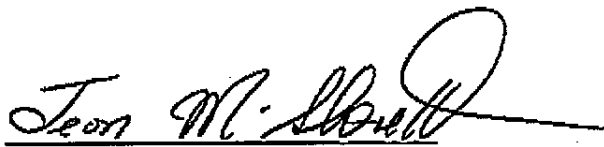
Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

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

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

The undersigned incorporator has executed these Articles of Incorporation this 4th day of August, 1998.


Jean M. Sherett

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: *ITC, Inc.*
2. The name and address of the registered agent and office is:

*International Training Center
7360 SW 24th Street
Miami, Florida 33155*

I, the undersigned heraby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: *Zuleica Perdomo*
For: *International Training Center*
Its Agent

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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