

N9900000 4056



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 295785 4303929

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

ORDER DATE : July 2, 1999

ORDER TIME : 10:0 AM

ORDER NO. : 295785-005

CUSTOMER NO: 4303929

300002922143--6

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: UNIVERSITY BRANCH OF MIAMI,
INC.

EFFECTIVE DATE:

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: Angie Glisar

EXAMINER'S INITIALS:

TS 7/2/99

99 JUL -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 JUL -2 AM 10:43
RECEIVED

ARTICLES OF INCORPORATION
OF
UNIVERSITY BRANCH OF MIAMI, INC.
(A Florida Not-For-Profit Corporation)

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99 JUL -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.
NAME

The name of this corporation shall be University Branch of Miami, Inc., (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o Ambler Moss, Jr., Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131.

Article III.
PURPOSE

This Corporation is a not-for-profit corporation, organized (i) to own and operate an institution of higher learning providing college level instruction in Miami-Dade County, Florida, (ii) to accept, hold, administer, invest and disburse for scientific, educational and charitable purposes, such funds or property as may from time to time be given by any person or corporation or earned by it from its activities and (iii) to engage in educational activities in the community and (iv) for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV.
MEMBERSHIP

Membership shall be determined in accordance with the Corporation's Bylaws.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation shall be appointed by the Incorporator

Article VII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Harry J. Friedman, 1221 Brickell Avenue, Miami, Florida 33131.

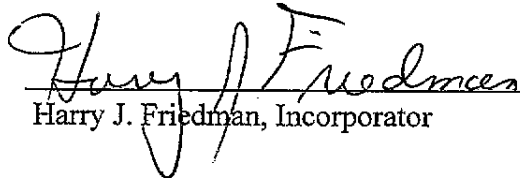
Article VIII.
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX.
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 1st day of July, 1999.



Harry J. Friedman, Incorporator

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99 JUL -2 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

