Division of Corporations   4/3/00   8:20   AM

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To:
    Division of Corporations
    Fax Number   : (850)922-4001

From:
    Account Name   : ACE INDUSTRIES, INC.
    Account Number : 070744001530
    Phone   : (305)358-2571
    Fax Number   : (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

EDUCATIONAL ALLIANCE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	$78.75

B. McKnight   APR 0 3 2000

H00-14663

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: EDUCATIONAL ALLIANCE, INC.

Address of Corporation: 1 ADMIRALS COURT

PALM BEACH GARDENS, FLORIDA 33418

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is _100_____ , with a par value of _OMIT____ .
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: DALE DOUGHERTY

REGISTERED OFFICE: 1 ADMIRALS COURT

PALM BEACH GARDENS, FLORIDA 33418

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

_04_ / _03_ / _00_
Date

Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. DALE DOUGHERTY, 1 ADMIRALS COURT, PALM BEACH GARDENS, FLORIDA 33418
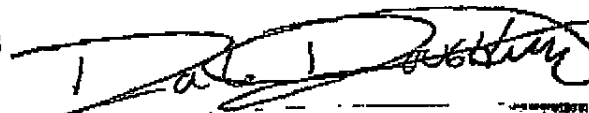
2.

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

DALE DOUGHERTY

1 ADMIRALS COURT

PALM BEACH GARDENS, FLORIDA 33418

In witness whereof, I have subscribed my name:

Signature of Incorporator

H00-14663

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571