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Florida University of Management, Inc.
13847 Walsingham Road, PMB 150
Largo, FL 33774 USA

Phone: 727-596-1778 -- Fax #: 727-595 -7086

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 29, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended & Restated Articles of Incorporation
Florida University of Management, Inc.

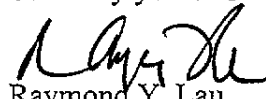
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Dear Sir:

I am enclosing a copy of the Amended and Restated Articles of Incorporation for the above corporation. A fee of \$35 is attached.

I thank you for processing this request.

Sincerely yours


Raymond Y. Lau
President

Art
Amend Restate & NC
10-16-00
BAS

Enclosures: Fees (\$35)
Amended Articles

AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF
FLORIDA UNIVERSITY OF MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 607.1007, Florida statutes, the board of directors of Florida University of Management, Inc. (the "Corporation") hereby amends and restates in its entirety the Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

Florida Management Education, Inc.

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

13847 Walsingham Road
PMB 150
Largo, FL 33774

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of the original Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business [permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

The capital stock of the corporation shall be 100 shares of \$0.01 par value common Stock (the "common Stock").

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 13847 Walsingham Road, PMB 150 Largo, FL. 33774, and the name of the corporation's initial registered agent at that address is Raymond Y. Lau.

ARTICLE VII. BOARD OF DIRECTORS

The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one nor more than five. The current members of the Board of Directors are Raymond Y. Lau and Laszlo Endrenyi.

ARTICLE VIII. BYLAWS

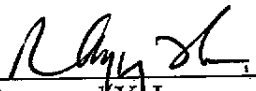
The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically state that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the a manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

The foregoing amended and restated articles of Incorporation were adopted and approved by the Board of Directors before the issuance of any shares, in accordance with Section 707.1005 and 607.1007, Florida statutes, on September 29, 2000. The number of votes for the amendments contained herein were sufficient for approval of such amendment.

The undersigned officer of the Corporation has executed these amended and Restated Articles of Incorporation this 29th day of September 2000.



Raymond Y. Lau
President