

LAW OFFICE
SADER & LeMAIRE, P.A.
A PROFESSIONAL ASSOCIATION

Robert L. Sader*
Michael R. LeMaire

* Also admitted in Ohio

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FILED
00 JUL -5 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 3, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

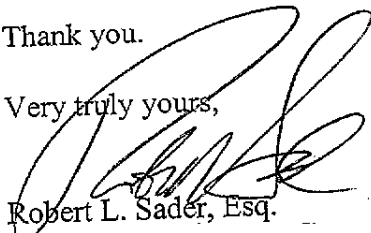
RE: Incorporation of CROSSROADS EDUCATIONAL SERVICES, INC.

To the Secretary of State:

Enclosed please find the original Articles of Incorporation for a new proposed Florida corporation named "CROSSROADS EDUCATIONAL SERVICES, INC." Please accept them for filing. I have enclosed a check for \$78.75 to cover your fee for filing and for a certified copy of the Articles.

Thank you.

Very truly yours,


Robert L. Sader, Esq.

RLS/ph

Enc.

cc: Mr. Rodger Smith

rspa/Smith/Secretary of State Ltr.doc

Articles of Incorporation
of
Crossroads Educational Services, Inc.

FILED
00 JUL -5 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: CROSSROADS EDUCATIONAL SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this corporation in the State of Florida is as follows:

3048 Palm Place
Margate, Florida 33063

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is Robert L. Sader, 1901 West Cypress Creek Road, Suite 415, Fort Lauderdale, Florida 33309, which is also known as the registered office.

ARTICLE VII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. INCORPORATOR

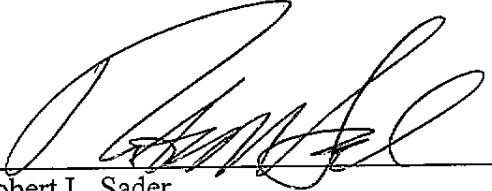
The name and address of the person signing these Articles is as follows:

Robert L. Sader 1901 West Cypress Creek Road
Suite 415
Fort Lauderdale, FL 33309

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 3 day of JULY, 2000.


Robert L. Sader
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared ROBERT L. SADER, personally known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this
3 day of JULY, 2000.



Michael R. LeMaire
My Commission CC607208
Expires December 11, 2000

A handwritten signature in dark ink, appearing to be "M. R. LeMaire", written over a horizontal line.

Notary Public, State of Florida at Large
My Commission Expires:

I, ROBERT L. SADER, by execution hereof, accept the designation as Registered Agent of this corporation.

A large, stylized handwritten signature in dark ink, appearing to be "Robert L. Sader", written over a horizontal line.
ROBERT L. SADER

FILED
00 JUL -5 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA