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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 11, 2000

Florida Department of state
Bureau of Corporate records
Box 6327
Tallahassee, Florida 32314

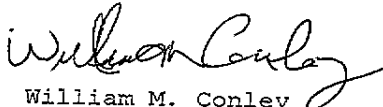
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*****78.75 *****78.75

Re: Articles of Incorporation for Advanced Education Solutions, Inc.

Dear Sirs:

Please find the enclosed articles of incorporation for Advanced Education Solutions, Inc. for certification by the State of Florida, and the related fee for incorporation in the State of Florida.

Sincerely,


William M. Conley
Incorporator

Enclosures

B. BROWN SEP 15 2000

ARTICLES OF INCORPORATION

OF

Advanced Education Solutions, Inc.

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S. JUDGE, CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Advanced Education Solutions, Inc.

The principle office of the corporation is at 1135 Pasadena Ave S. # 312

South Pasadena, Florida 33707.

ARTICLE II

Duration

This corporation shall exist perpetually unless dissolved according to law commencing on

the date of filing with the Secretary of State.

ARTICLE III

Purpose

This corporation may engage in or transact any or all lawful activities or business permitted

under the laws of the United States and the State of Florida or any other state, county,

territory or nation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$ 1.00) par value

common stock, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one (1) vote at any

stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1135 Pasadena Ave # 312, South Pasadena, Florida 33707, and the name of the initial registered agent of this corporation at that address is William M. Conley.

ARTICLE VI
Directors

This corporation shall have four (1) director(s)

Initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any special meeting of the stockholders or at any meeting of the Directors. Directors need not be shareholders of the corporation. They may hold office after their election for a period of one (1) year, or until their successors are duly elected. The affairs of the corporation will be managed by the Board of Directors as provided by the By-laws of this corporation.

ARTICLE VII
Initial Board of Directors

The name and address(s) of the initial Directors of this
corporation is/are:

William M. Conley, 1135 Pasadena Ave. S, #312, S. Pasadena, Florida 33707. President

ARTICLE VIII
Incorporators

The name and street address of the person signing these Articles of Incorporation is

William M. Conley, 1135 Pasadena Ave S. #312, S. Pasadena, Florida 33707.

ARTICLE IX
Special Provision

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the
Internal Revenue Service Code.

ARTICLE X
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 prorata
share thereof at the price that it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator (s) has/have
executed these Articles of Incorporation this 11th day of
September, 2000.

Signature(s) of Incorporator(s)

William M. Conley
William M. Conley

State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged and sworn to
before me this 11 day of SEPTEMBER 2000, by
WILLIAM M. CONLEY of ADVANCED EDUCATION SOLUTIONS, Inc.

Edith Barbara Bencic
NOTARY PUBLIC

My Commission Expires: April 4, 2003



Edith Barbara Bencic
MY COMMISSION # CC823270 EXPIRES
April 4, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.**

FIRST that Advanced Education Solutions, Inc. desiring to
organize or qualify under the laws of the State of Florida, with
its registered office at the city of South Pasadena, Florida
County of Pinellas, State of Florida, has named William M. Conley
located at 1135 Pasadena Avenue South, #312, S. Pasadena, Florida 33707
as its registered agent to accept Service of Process within
this state. The registered office to this corporation is the
street address shown above.

Dated: 9/11/00

William M. Conley
William M. Conley, Incorporator

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

William M. Conley
William M. Conley, Registered Agent

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