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FLORIDA PROFIT CORPORATION OR P.A.

professional course management iii, inc.

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ARTICLES OF INCORPORATION

OF

PROFESSIONAL COURSE MANAGEMENT III, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PROFESSIONAL COURSE MANAGEMENT III, INC.

The address of the principal office of this corporation shall be 10500 Taft Street, Pembroke Pines, Florida 33026, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having no par value per share.

Prepared by: Steven L. Bornstein, Esq.
9900 Stirling Road, #101
Cooper City, Florida 33024

Florida Bar Number: 283401

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 10500 Taft Street, Pembroke Pines, Florida 33026 and the name of the initial registered agent of the corporation at that address is Johnny LaPonzina.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles Of Incorporation.

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This corporation shall have One Director, initially. The name and address of the initial member of the Board of Directors is:

Johnny LaPonzina
Director

10500 Taft Street
Pembroke Pines, Florida 33026

ARTICLE IX. OFFICERS

The name and address of the initial officers of the Corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Johnny LaPonzina
President
Secretary
Treasurer

10500 Taft Street
Pembroke Pines, Florida 33026

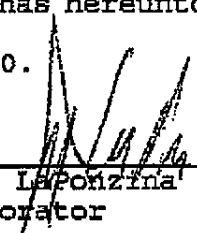
ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Johnny LaPonzina

10500 Taft Street
Pembroke Pines, Florida 33026

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal this ____ day of _____, 2000.



Johnny LaPonzina
Incorporator

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Johnny LaPonzina, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Johnny LaPonzina
Registered Agent

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