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December 4, 2000

VIA FEDERAL EXPRESS

Tracking No. 8236 4302 2382

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Center for Career Excellence, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation along with this Firm's check in the amount of \$78.75 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the *Florida Statutes*.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned counsel in the enclosed, self-addressed and prepaid Federal Express envelope at your earliest convenience. Thank you.

Very truly yours,

MATTLIN & MCCLOSKEY



Michael J. Ioannou

MJI/smk
Enclosures

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SIGNED IN MY ABSENCE
TO AVOID DELAY

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CENTER FOR CAREER EXCELLENCE, INC.

FILED
00 DEC -7 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of creating a Florida for profit corporation pursuant to Chapter 607 of the Florida Business Corporation Act ("Act"), hereby adopts the following Articles of Incorporation:

Article I -- Name. The name of the corporation is Center for Career Excellence, Inc.

Article II -- Principal Office. The principal place of business and mailing address of the Corporation shall be 610 South Military Drive, Deerfield Beach, Florida.

Article III -- Duration. The corporation shall have perpetual existence.

Article IV -- Purpose. The purpose for which the Corporation is formed is to engage in any lawful act or activity for which a corporation may be organized under the Act.

Article V -- Capital Stock. The total number of shares of all classes of capital stock which the Corporation shall initially have the authority to issue is 1,000,000 shares, consisting of (i) 500,000 shares of Class A Common Stock, \$1.00 par value per share ("Class A Common Stock") and (ii) 500,000 shares of Class B Common Stock, \$1.00 par value per share. The designation, preferences, limitations and relative participating, optional or other special rights as well as the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

A. Class A Common Stock.

1. Designation. The designation of such series is "Class A Common Stock" and the number of shares constituting such class shall initially be Five Hundred Thousand (500,000) shares.

2. Dividends. The holders of Class A Common Stock shall be entitled to dividends as, when, if and in the amounts declared by the Board of Directors of the Corporation from time to time out of funds legally available for such purpose.

3. Voting. Each holder of record of shares of Class A Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him/her of record. In any election of directors, no holder of Class A Common Stock shall be entitled to cumulate his/her votes by giving one candidate more than one vote per share. Thus, holders of more than fifty percent (50%) of the shares voting for the election of directors can elect all of the directors, if they choose to do so.

4. Liquidation Preference. In the event of liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the holder of each share of Class A Common Stock shall be entitled, after provision for the payment of the Corporation's just debts and liabilities, to be paid in cash in full, before any distribution is made to any Class B Common Stock holders or other security holders. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding Class A Common Stock shall be insufficient to permit the payment to the Class A Common Stock holders in full, then the entire net assets of the Corporation remaining after the provision for the payment of the Corporation's just debts and liabilities shall be distributed among the holders of the Class A Common Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled on account of their Class A Common Stock. Except as provided by Florida law, upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Class A Common Stock shall have been paid in full amounts to which they shall be entitled to receive on account of their Class A Common Stock, the remaining net assets of the Corporation shall be distributed to the Class B Common Stock holders and other security holders of the Corporation as their respective interests may appear. A consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of the Corporation, or the effectuation by the Corporation of a transaction or a series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of shall be deemed to constitute a liquidation, dissolution or winding up of the Corporation within the meaning hereof.

B. Class B Common Stock.

1. Designation. The designation of such series is "Class B Common Stock" and the number of shares constituting such class shall be Five Hundred Thousand (500,000) shares.

2. Dividends. The holders of Class B Common Stock may be entitled to dividends as, when, if and in the amounts declared by the Board of Directors of the Corporation from time to time out of funds legally available for such purpose.

3. Voting. No holder of record of shares of Class B Common Stock shall be entitled to vote at any meetings of the shareholders and such holder shall have no right to vote his/her shares. Class B Common Stock is not redeemable, has no conversion or preemptive rights.

4. Liquidation Preference. In the event of liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the holder of each share of Class B Common Stock may, after provision for the payment of the Corporation's just debts and liabilities and after distribution is made to Class A Common Stock holders as set forth herein, share equally in any balance of the Corporation's assets available for distribution.

Article VI – Board of Directors.

A. Board Composition. The affairs of the Corporation shall be managed by a Board of Directors which shall consist of at least three (3) individuals but no more than five (5) individuals, unless the holders of a majority of shares entitled to vote shall otherwise consent. As of the date hereof, the Board shall consist of three (3) members as follows: (i) Bonnie Lynne Smith, (ii) Noha Garas, and (iii) Manville D. Smith, Jr. The term of each director's service shall be for three (3) years or until his successor is duly elected and qualified.

B. Removal, Vacancy, Etc. Any director may be removed, with or without cause, by a concurrence of at least sixty-six and two-thirds (2/3) percent of the votes of the Board. Any director may voluntarily resign at any time by delivery of written resignation to the Board. In the event of a vacancy due to removal, death, disability, resignation or inability to serve, the vacancy so created shall be filled by a majority of the remaining directors on the Board who shall serve for the remainder of the unexpired term of his predecessor or until his successor is duly elected by a vote or written consent of a majority of the holders of Class A Common Stock.

Article VII -- Officers of the Corporation.

A. Executive Officers. The executive officers of the Corporation may consist of a Managing Partner, President and Chief Executive Officer, a Managing Partner and Chief Operating Officer, a Managing Partner and Treasurer, Secretary and Vice President of Operations, all of whom shall be elected by the Board of Directors and shall hold office for a three (3) year term unless sooner removed or otherwise vacated as set forth herein. The Board of Directors shall, from time to time, elect other officers, such as one or more Vice Presidents, etc. and designate their powers and duties as the Board shall find to be required to manage the affairs of the Corporation, and an officer may hold more than one position. As of the date hereof, the Corporation's executive officers shall consist of three (3) persons as follows: (i) Bonnie Lynne Smith, as its Managing Partner, Chief Executive Officer and President; (ii) Noha Garas, as its Managing Partner, Treasurer and Vice President of Operations; and (iii) Manville D. Smith, Jr. as its Managing Partner and Chief Operating Officer.

B. Removal, Vacancy, Etc. Any officer may be removed, with or without cause, by a concurrence of at least sixty-six and two-thirds (2/3) percent of the votes of the Board. Any officer may voluntarily resign at any time by delivery of thirty (30) days written notice to the Board. Any vacancy in any office arising because of removal, resignation, death, disability or inability to serve shall be filled by the Board for the remainder of the unexpired portion of the term of such office.

Article VIII -- Identical Rights. Each share of Class A Common Stock shall have the same relative rights, preferences and limitations as, and shall be identical in all respects with, all other shares of Class A Common Stock, and each share of Class B Common Stock shall have the same relative rights, preferences and limitations as, and shall be identical in all respects with, all other shares of Class B Common Stock.

Article IX -- Certificates. So long as any shares of Class A Common Stock and/or Class B Common Stock are outstanding, there shall be set forth on the face or back of each stock certificate issued by the Corporation a statement that the Corporation shall furnish without charge to each shareholder who so requests, a full statement of the designation and relative rights, preferences and limitations of each class of stock or series thereof that the Corporation is authorized to issue and of the authority of the Board of Directors to designate and fix the relative rights, preferences and limitations of each series.

Article X -- Registered Office and Registered Agent. The name of the initial registered agent of the Corporation and street address of the initial registered office is Michael J. Ioannou, Esquire, Mattlin & McClosky, 2300 Glades Road, Suite 400 East Tower, Boca Raton, Florida 33431.


Article XI -- Amendment. Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders. At the shareholders' meeting (or by written consent, if applicable), the affirmative vote of holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

Article XII -- Severability of Provisions. If any right, preference or limitation of Class A Common Stock or Class B Common Stock set forth herein, as may be amended from time to time, is invalid, unlawful or unenforceable by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein (as amended) which can be given effect without implicating the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

Article XIII -- Indemnification. The Corporation shall indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation to the fullest extent permitted by law.

Article XIV -- Incorporator. The name and address of the incorporator of these Articles of Incorporation is: Michael J. Ioannou, Esquire, Mattlin & McClosky, 2300 Glades Road, Suite 400 East Tower, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of December, 2000.



Michael J. Ioannou, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, ***CENTER FOR CAREER EXCELLENCE, INC.***, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Michael J. Ioannou, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 6, 2000.



Michael J. Ioannou

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SECRETARY OF STATE
TALLAHASSEE FLORIDA