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ACCOUNT NO. : 072100000032

REFERENCE : 088745 7264640

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : March 22, 2001

ORDER TIME : 3:01 PM

ORDER NO. : 088745-001

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CUSTOMER NO: 7264640

CUSTOMER: Mr. E. W. Smith
Mr. E. W. Smith

10350 W Bay Harbor Dr.
Suite 8-g
Bay Harbor Isla, FL 33154

DOMESTIC FILING

NAME: CONSORTIUM OF PRACTICAL
TRAINING PARTNERS
INTERNATIONAL, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DENISE MICK - EXT. 1150

EXAMINER'S INITIALS:

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2001 APR 10 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2001 APR 10 PM 2:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

CONSORTIUM OF PRACTICAL TRAINING PARTNERS
INTERNATIONAL, 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:

CONSORTIUM OF PRACTICAL TRAINING PARTNERS
INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 10350 West Bay Harbor Drive, Suite 8-G, Bay Harbor Islands, Florida 33154, 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 1,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|------------------------------|--|
| E. Wilburn Smith Director | 10350 West Bay Harbor Drive, Suite 8-G, Bay Harbor Islands, Florida 33154 |
| Rafael E. Barros Director | 9180 West Bay Harbor Drive, Suite 3-C, Bay Harbor Islands, Florida 33154 |

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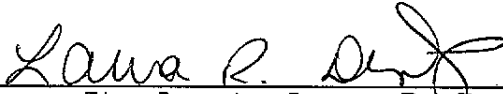
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on April 9, 2001.

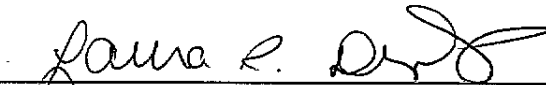


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

By:



Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

CJS/dck