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ACCOUNT NO. : 072100000032

REFERENCE : 260245 9029A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 26, 2001

ORDER TIME : 12:59 PM

ORDER NO. : 260245-005

CUSTOMER NO: 9029A

CUSTOMER: Bruce Hurwitz, Esq
Frank Weinberg & Black, Pl

7805 SW 6th Court

Plantation, FL 33324

DOMESTIC FILING

NAME: JUPITER LEARNING CENTRE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

NOT INTENDED
TO ACKNOWLEDGE
SUSPENSION OF FILING

2001 JUL 26 PM 1:31

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUL 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

EFFECTIVE DATE

7/23/01

* ARTICLES OF INCORPORATION

OF

JUPITER LEARNING CENTRE, INC.

FILED

2001 JUL 26 PM 3: 13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: JUPITER LEARNING CENTRE, INC.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 3111 University Drive, Suite 720, Coral Springs, Florida 33065, and the initial registered agent of the corporation at that address is Lawrence Fisher.

ARTICLE V

The principal office of the corporation is located at: 3111 University Drive, Suite 720, Coral Springs, Florida 33065 and the mailing address of the corporation is: 3111 University Drive, Suite 720, Coral Springs, Florida 33065.

ARTICLE VI

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified are:

<u>Name</u>	<u>Address</u>
Lawrence Fisher	3111 University Drive, Suite 720 Coral Springs, Florida 33065
Lesley Epstein	3111 University Drive, Suite 720 Coral Springs, Florida 33065

ARTICLE VII

The name and street address of each incorporator signing these articles are:

<u>Name</u>	<u>Address</u>
Cambridge Education, Inc.	3111 University Drive, Suite 720 Coral Springs, Florida 33065

ARTICLE VIII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Coral Springs, Florida, this 23 day of July, 2001.

Cambridge Education, Inc.

By: Lawrence Fisher
Lawrence Fisher, President
Incorporator

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

FILED

2001 JUL 26 PM 3:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

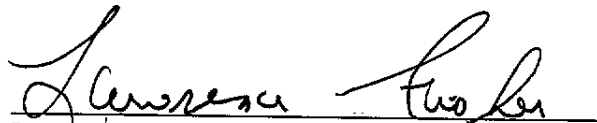
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

JUPITER LEARNING CENTRE, INC., desiring to organize under the laws of the State of Florida, hereby designates Lawrence Fisher its registered agent and 3111 University Drive, Suite 720, Coral Springs, Florida 33065 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Lawrence Fisher
(Registered Agent)