

September 7, 2001

Ms. Roseann Varnadore Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

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Re: Corporation Status

Thank you for speaking with my assistant on the telephone, today.

I, Diana Fink am the current owner of Professional Career Institute of Florida, Inc. which is a "Not for Profit" organization.

It is now necessary for me to have a "For Profit" organization, therefore I am filing a second corporation in the name of "Professional Career Institute, Inc." without Florida in the name.

By the maintaining of both organizations, this will assist us in accomplishing our goals.

Thank you for your assistance in this matter.

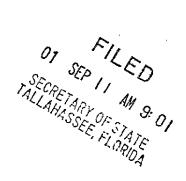
Sincerely,

Diana Fink President FILEU

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SECRETARY OF STATE

G. BULLOCK SEP 1 1 2001

ARTICLES OF INCORPORATION OF Professional Career Institute, Inc.



The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Professional Career Institute, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3015 46th Avenue North, St. Petersburg, FL 33714

ARTICLE IV

The number of shares of stock that this corporation is authorized to have issued is one thousand (1,000) shares of common to be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each share of common stock shall represent one vote. Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is $3015 \ 46^{th}$ Avenue North, St. Petersburg, FL 33714

The name of the registered agent to accept service of process is Diana Fink of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The name and address of the incorporator is:

Diana Fink 3015 46th Avenue North St. Petersburg, FL 33714

ARTICLE SEVEN - BOARD OF DIRECTORS

A Board of Directors composed of one or more directors shall manage this corporation. The number of directors may be either increased or diminished from time to time by the bylaws. The names and address of the initial directors of this corporation are:

Diana Fink 3015 46th Avenue North St. Petersburg, FL 33714

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate, this _\ _\ _\ _\ _\ day of _\ _\ _\ _\ , A. D., 2001.

Diana Fink,

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Diana Fink to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledge before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal, at	, in the County
and State last aforesaid, this, day	of 200 , A. D., 2001.
CYNTHIA L SCHAUB	A select 2 Calland
EXPIRES: Cutober 28, 2004 Bonded Than Notary Public fordspreadure	Notary Public

My Commission Expires: 10/28/04

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

That Professional Career Institute, Inc., desiring to organize under the laws of the State of Florida, with its registered office at 3015 46th Avenue North, St. Petersburg, FL 33714, as its registered agent to accept service in this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Diana Fink

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SECRETARY OF STATE