

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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University Management and
Development, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signature

Requested by:

Name SK Date 9/13/01 Time 9:26

Walk-In Will Pick Up

J. BRYAN SEP 13 2001

ARTICLES OF INCORPORATION
OF
UNIVERSITY MANAGEMENT AND DEVELOPMENT, INC.

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ARTICLE I - NAME

The name of this corporation is UNIVERSITY MANAGEMENT AND DEVELOPMENT, INC., with its principal office at Sunset Office Park, 9370 Sunset Drive, Suite A-100, Miami, Florida 33173.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred thousand (100,000.00) shares of ONE CENT (\$.01) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9370 Sunset Drive, Suite A-100, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is MARTIN E. PONS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is as follows:

MARISA PORRATA DE AGUAYO
1485 Avenida Ashford
602 St. Mary's Plaza Condo. II
San Juan, Puerto Rico 00907

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

MARISA PORRATA DE AGUAYO
1485 Avenida Ashford
602 St. Mary's Plaza Condo. II
San Juan, Puerto Rico 00907

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by

person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

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

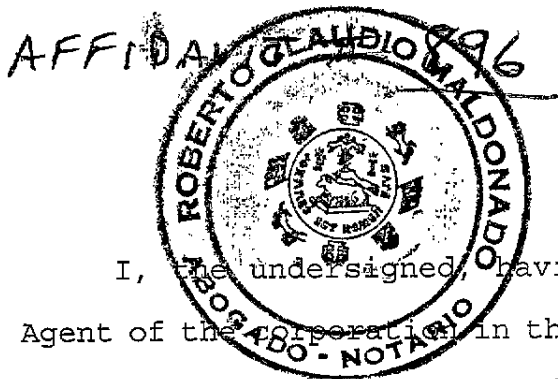
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 13th day, of August, 2001.

COMMONWEALTH OF PUERTO RICO


MARISA PORRATA DE AGUAYO

The foregoing instrument was acknowledged before me this 13th

day of August, 2001, by MARISA PORRATA DE AGUAYO who
produced Driver's license # 254012 as identification.



Roberto Claudio Maldonado
Notary Public
Print Name: ROBERTO CLAUDIO
My Commission Expires: IS PERMANENT

I, the undersigned, having been named as initial Registered Agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

Martin E. Pons
MARTIN E. PONS, ESQUIRE
Registered Agent

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