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ACCOUNT NO. : 072100000032

REFERENCE : 504765 4347942

AUTHORIZATION :

Patricia Pizento

COST LIMIT : \$ 70.00

ORDER DATE : September 19, 2001

ORDER TIME : 10:32 AM

ORDER NO. : 504765-005

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CUSTOMER NO: 4347942

CUSTOMER: Sue E. Minahan, Legal Asst
Education Management
Corporation
Suite 800
300 Sixth Avenue
Pittsburgh, PA 15222

DOMESTIC FILING

NAME: THE ART INSTITUTE OF MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
01 SEP 24 AM 11:34

2001 SEP 24 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

13
9/24/01

FILED

ARTICLES OF INCORPORATION

2001 SEP 24 PM 1:19

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE ART INSTITUTE OF MIAMI, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is The Art Institute of Miami, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is c/o Education Management Corporation, 300 Sixth Ave., 8th Floor, Pittsburgh, PA 15222.

The mailing address, wherever located, of the corporation is c/o Education Management Corporation, 300 Sixth Ave., 8th Floor, Pittsburgh, PA 15222.

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Susan E. Minahan

300 Sixth Ave., 8th Floor, Pittsburgh, PA 15222

SIXTH: The purposes for which the corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: 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 one director, initially. The name and address of the initial member of the Board of Directors is

Katleen Clover,
Director

300 Sixth Ave., 8th Floor
Pittsburgh, PA 15222

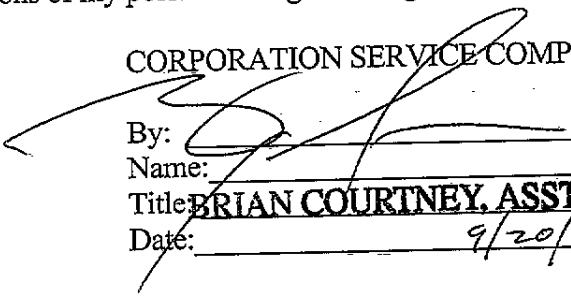
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signed on September 19, 2001


Susan Minahan, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: 
Name: _____
Title: **BRIAN COURTNEY, ASST. VP.**
Date: 9/20/01