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FILED
02 MAR 29 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 503114 11645A

AUTHORIZATION : Patricia Figueira

COST LIMIT : \$ 78.75

ORDER DATE : March 29, 2002

ORDER TIME : 11:31 AM

ORDER NO. : 503114-005

000005176770--5

CUSTOMER NO: 11645A

CUSTOMER: Allan M. Lerner, Esq
Law Offices Of Allan M.
Lerner, P.a.
2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: CAREER EDUCATION VENTURES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

RECEIVED
02 MAR 29 PM 12:12
DIVISION OF CORPORATION

✓
4/1/02

**ARTICLES OF INCORPORATION
OF
CAREER EDUCATION VENTURES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CAREER EDUCATION VENTURES, INC. The address of the principal office of this corporation shall be 2250 Royal Palm Way, Fort Lauderdale, Florida 33327, 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 1,000 shares of common stock having \$0.001 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is and the name of the initial registered agent of the corporation at that address is: Allan M. Lerner, 2888 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Randy

Proto, 2250 Royal Palm Way, Fort Lauderdale, Florida 33327.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

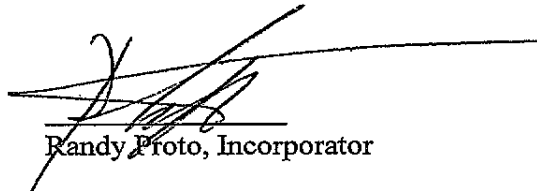
This corporation shall have one (1) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The initial Director of the corporation is:

Randy Proto

ARTICLE VI - INDEMNIFICATION

The corporation is authorized to provide indemnification of its officers, directors employees and agents to the fullest extent permitted by Florida Statute, §607.0850 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of March, 2002.

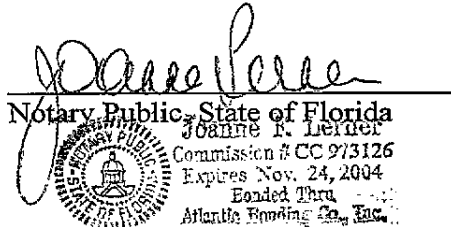

Randy Proto, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Randy Proto, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

SWORN TO and SUBSCRIBED before me this 22 day of March, 2002.

X Personally known
____ Produced Identification
Type of Identification _____


Notary Public, State of Florida
Joanne R. Lerner
Commission # CC 973126
Expires Nov. 24, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT CAREER EDUCATION VENTURES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL
SPRINGS, STATE OF FLORIDA , HAS NAMED ALLAN M. LERNER LOCATED AT 2888
EAST OAKLAND PARK BOULEVARD, CITY OF FORT LAUDERDALE, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: Incorporator

DATE: March 20, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

Allan M. Lerner
Registered Agent

DATE: March 20, 2002

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