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LAW OFFICES
CARL G. SANTANGELO
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 561-3040
FACSIMILE (954) 563-2546

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 15 AM 10:12

May 10, 2002

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

100005537451--5
-05/15/02--01039--021
*****78.75 *****78.75

Re: **HIGHER LEARNING, INC.**

Dear Sir/Madam:

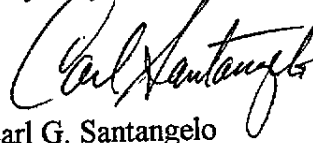
Enclosed herewith please find an original and copy of the Articles of Incorporation and Designation of Registered Agent for the captioned corporation. Also enclosed please find our firm's check in the sum of \$78.75 representing the following:

Filing fees	\$35.00
Certified copy	8.75
Registered Agent	
Designation	<u>35.00</u>
	\$78.75

Once the Articles have been filed, please return a certified copy to this office in the stamped, self-addressed envelope provided for your convenience.

Should you have any questions regarding the enclosed, please do not hesitate to contact me.

Very truly yours,



Carl G. Santangelo

CGS:ms
enc.

5-17-02
HNC

ARTICLES OF INCORPORATION
OF
HIGHER LEARNING, INC.

FILED
SECRETARY OF STATE
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The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **HIGHER LEARNING, INC.** The address of the principal office of this corporation shall be 3000 N. Federal Highway, Suite 200, Fort Lauderdale, Florida 33306.

ARTICLE II. TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III. PURPOSE

The general purpose for which the corporation is organized is to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. ADDRESS

The street address of the initial registered office of the corporation shall be 3000 N. Federal Highway, Suite 200, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of the corporation at that address is CARL G. SANTANGELO.

ARTICLE VII. DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one
(1). The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be more than seven nor less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name:

Address:

CARL G. SANTANGELO

3000 N. Federal Highway, Suite 200,
Fort Lauderdale, Florida 33306.

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator is:

Name

Address

CARL G. SANTANGELO

3000 N. Federal Highway, Suite 200,
Fort Lauderdale, Florida 33306.

ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of May, 2002.


CARL G. SANTANGELO, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was acknowledged before me this 10th day of May, 2002, by CARL G. SANTANGELO, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

SWORN TO AND SUBSCRIBED before me this 10th day of May, 2002.


NOTARY PUBLIC

My commission expires:



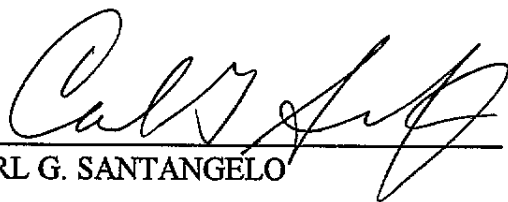
Janet A. Robelen
MY COMMISSION # CC855442 EXPIRES
August 27, 2003
BONDED THRU TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 15 AM 10:12

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, CARL G. SANTANGELO, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

DATED this 10th day of May, 2002.



CARL G. SANTANGELO