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September 27, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filing

500008107915--9
-09/30/02--01074--001
*****70.00 *****70.00

RE: *International Schools of America, Inc.*

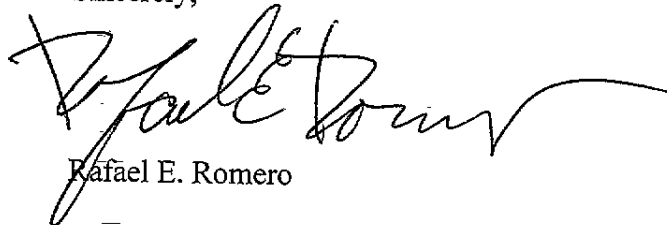
Dear Sir or Madam:

Enclosed please find a check payable to the Florida Secretary of State in the amount of \$70.00 as filing fee for the above-referenced corporation.

Accordingly, I have attached the original Articles of Incorporation plus one copy to be returned to our office once processed.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Rafael E. Romero

RER/mj
Enclosures

FILED
02 SEP 30 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
INTERNATIONAL SCHOOLS OF AMERICA, INC.**

FILED

02 SEP 30 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is: **INTERNATIONAL SCHOOLS OF AMERICA, INC.**

ARTICLE II: PURPOSE

The purposes for which the corporation is organized are:

1. To engage in and transact any lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida.
2. To do such other things as are incidental to the purpose of the corporation or necessary or desirable in order to accomplish them.

ARTICLE III: TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual.

ARTICLE IV: BUSINESS ADDRESS

The principal place of business and mailing address of the corporation is:

5505 Manatee Avenue West
Bradenton, FL 34209

ARTICLE V: SHARES

The number of shares of stock that the corporation is authorized to issue and have outstanding is **100** shares of common stock having \$1.00 par value per share.

ARTICLE VI: DIRECTORS

The corporation is to have one (1) director on the Initial Board of Directors. The number of directors may be increased or decreased from time to time, as provided in the by-laws, but shall never be less than one (1).

The name and address of the person who shall serve as director on the Initial Board of Directors is:

A. Patricia Galdamez
5505 Manatee Avenue West
Bradenton, FL 34209

ARTICLE VII: OFFICERS

The initial corporate officers shall be: A. Patricia Galdamez as President, Vice-President, Secretary and Treasurer.

ARTICLE VIII: AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any shareholder of the corporation and adopted by a majority vote of the shareholders at a meeting in which all of the shareholders are present.

ARTICLE IX: BY-LAWS

The Board of Directors of the corporation shall provide the By-Laws for the conduct of the corporation's business and the carrying out of its purposes.

Thereafter, amendments, modification or extractions to the By-Laws may be proposed by any shareholder of the corporation and adopted by a majority vote of the shareholders at a meeting in which all of the shareholders are present.

ARTICLE X: INCORPORATOR

The name and address of the person who shall serve as the corporation's incorporator is:

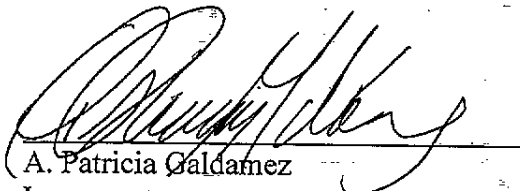
A. Patricia Galdamez
5505 Manatee Avenue West
Bradenton, FL 34209

ARTICLE XI: REGISTERED AGENT

The name and address of the person who shall serve as the corporation's registered agent is:

A. Patricia Galdamez
5505 Manatee Avenue West
Bradenton, FL 34209

IN WITNESS WHEREOF, the undersigned subscribing incorporator having hereto set his hand and seal, this 27th day of September, 2002, for the purpose of forming this corporation under the laws of the State of Florida and whereby make and file in the Office of the Secretary of the State of Florida these Articles of Incorporation and certify that these facts herein stated are true.


A. Patricia Galdamez
Incorporator


STATE OF FLORIDA
COUNTY OF MANATEE

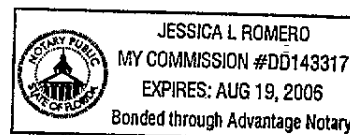
FILED
02 SEP 30 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned Incorporator duly authorized to take acknowledgments, this day, personally appeared A. Patricia Galdamez, producing identification drivers license, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 27th day of September, 2002.

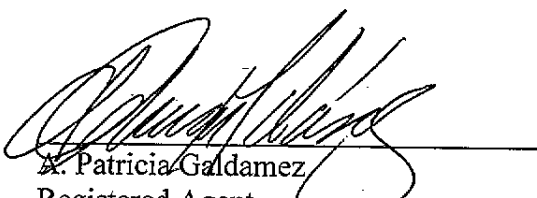
SEAL


Notary Public
My Commission Expires:
Commission No.:



ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designated capacity and hereby state that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.


A. Patricia Galdamez
Registered Agent