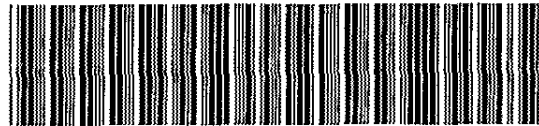


PA30000 22/26

(Requestor's Name)

(Address)



000012384500

To (Recipient's name) please print		Recipient's Phone Number (Very Important)	
Bruce M. Bounds, Esquire		(305) 728-1300	
Company		Department/Floor No.	
LAW OFFICES OF BRUCE M. BOUNDS			
Exact Street Address (We Cannot Deliver to P.O. Boxes or P.O. Zip Codes.)			
2655 South LeJeune Road, PH-1D			
City	State	ZIP Required	
Coral Gables, FL		33134	
IF NOT AT FEDEX LOCATION, Print FEDEX Address Here			
<input type="checkbox"/> PICK-UP	<input type="checkbox"/> WAIT	<input type="checkbox"/> MAIL	

02/17/03--01042--007 **87.50

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

✓ Daw 2/25/03

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LAW OFFICES OF
BRUCE M. BOUNDS
2655 SOUTH LeJEUNE ROAD, PH1D
CORAL GABLES, FLORIDA 33134-5827

PHONE (305) 728-1300
FAX (305) 728-1301

BRUCE M. BOUNDS
ADMITTED, FLORIDA,
NEW YORK, PENNSYLVANIA
& DISTRICT OF COLUMBIA

February 14, 2003

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Incorporation of BIU USA Delegation, Corp.

Gentlemen:

Enclosed are the original and one (1) copy of the proposed Articles of Incorporation for BIU USA Delegation, Corp. Also enclosed is a certificate designating the Registered Agent for the corporation, as well as an original letter from the existing Florida corporation "BIU USA Delegation, Inc." allowing use of the name "BIU USA Delegation, Corp.". Please approve and file the original articles of incorporation and certificate designating registered agent and certify the copy for us and return it together with the Certificate of Status in the enclosed Federal Express Envelope which already contains a prepared AirBill.

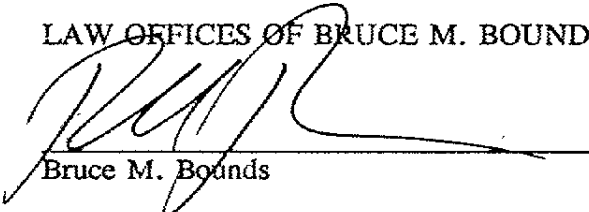
Also enclosed is a check payable to you for charges as follows:

Corporate Filing Fee	\$ 35.00
Certified copy, Articles of Incorporation	\$ 8.75
Filing Registered Agent's Certificate	\$ 35.00
Certificate of Status	<u>\$ 8.75</u>
TOTAL:	\$ 87.50

Please let me know if anything further is required.

Very truly yours,

LAW OFFICES OF BRUCE M. BOUNDS


Bruce M. Bounds

CC: Ms. Marta Gutierrez

C:\General\Marta.BIU\Filing.ltr

February 24, 2003



To: Department Of State - FI

From: Veronique Leclercq

Memo: Personal letter

Status: -

*BIU Delegation: USA***Bircham International University***www.bircham.edu / e-mail: usa@bircham.edu*

Ref: Dissolution of BIU USA Delegation Inc.

Dear Mr. Bobbie,

This letter is to authorize the use of the name "BIU USA Delegation, Corp." by Marta Gutierrez for the new incorporation as I have dissolved "BIU USA Delegation, Inc." I have no intention of revoking that dissolution.

Please call me if you have any questions. You may reach me at 786-546-2728.

Sincerely,

Veronique Leclercq
Director

**ARTICLES OF INCORPORATION
OF
BIU USA DELEGATION, CORP.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of BIU USA DELEGATION, CORP.,
under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is BIU USA DELEGATION, CORP.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on February 22, 2003.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1598 N.E. First Avenue, Miami, FL 33132.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have solely because of his holdings of preferred stock a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial office of the corporation is 1598 N.E. First Avenue, Miami, Florida 33132, and the name of the corporation's initial registered agent at that address is Marta Gutierrez.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one (1). The name(s) and street address(es) of the initial director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
Marta Gutierrez	1598 N.E. First Avenue, Miami, FL 33132
Eugene Gutierrez	1598 N.E. First Avenue, Miami, FL 33132

ARTICLE IX. INCORPORATORS

The name and street address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Marta Gutierrez	1598 N.E. First Avenue, Miami, FL 33132

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

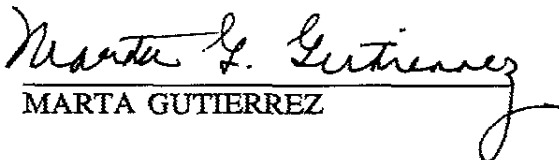
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any by law adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of February, 2003.

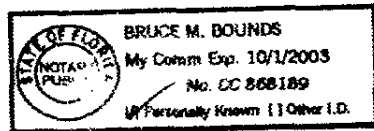

MARTA GUTIERREZ

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

}
}
} SS

The foregoing instrument was acknowledged before me this 15th day of February, 2003 by MARTA GUTIERREZ, who is personally known to me, or who has provided a Florida Driver's License as identification.



Sign above and print name below

Notary Public, State of Florida at Large
Serial No.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BIU USA Delegation, Corp.
2. The name and address of the registered agent and office is:
Marta Gutierrez
1598 N.E. First Avenue
Miami, FL 33132

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.


Marta Gutierrez, Registered Agent

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