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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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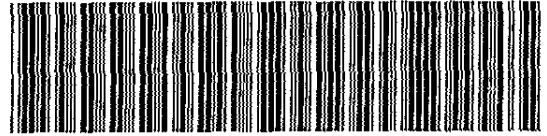
(Business Entity Name)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN 23 AM 10:10

6/26/03

RDS Ronald David Simon

10540 La Reina Road, Delray Beach, Florida 33446 (561) 865-1251

June 5, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation for Alternate Educational Management, Inc.

Dear Sir/Madam:

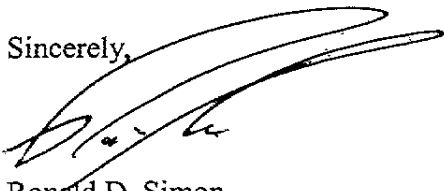
We would like to be established as a Florida corporation, Alternate Educational Management, Inc., effective immediately. Enclosed you will find two (2) executed and notarized copies of the Articles of Incorporation for Alternate Educational Management, Inc. In addition, we have enclosed a check for \$87.50 to cover the fees for filing, certified copy and certificate of status.

Would you kindly return the notice of incorporation directly to my attention (President and Resident Agent):

Ronald D. Simon, Resident Agent
10540 La Reina Road
Delray Beach, FL 33446-2725

Please contact me if you have any questions. I appreciate your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. D. Simon', with a long, sweeping horizontal stroke extending to the right.

Ronald D. Simon

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
ALTERNATE EDUCATIONAL MANAGEMENT, INC.

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

Alternate Educational Management, Inc.

The principal place of business of this corporation shall be 10540 La Reina Road, Delray Beach, Florida 33446.

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 100 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10540 La Reina Road, Delray Beach, Florida 33446, and the name of the initial registered agent of the corporation at that address is Ronald D. Simon.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ronald D. Simon
Dir./Pres./Sec./Treas.

10540 La Reina Road
Delray Beach, FL 33446

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

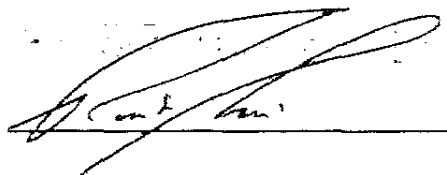
Ronald D. Simon

10540 La Reina Road
Delray Beach, FL 33446

ARTICLE IX. DATE OF EXISTENCE

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of June, 2003.

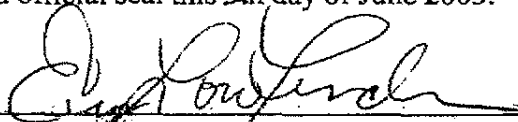
 (SEAL)

STATE OF FLORIDA)

COUNTY OF ~~BROWARD~~ Palm Beach

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Ronald D. Simon to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this ^{10th} ~~5th~~ day of June 2003.



Notary Public, State of Florida at Large

Print Name: Evinlori Lumsden

My Commission Expires:



Evinlori Lumsden

My Commission CC933246

Expires June 26 2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following submitted, in
compliance with said ACT:

FIRST, that Alternate Educational Management, Inc. desiring to organize under the
Laws of the State of Florida with its principal offices as indicated in the Articles of
Incorporation, in the City of Delray Beach, County of Palm Beach, State of Florida,
has named Ronald D. Simon, located at 10540 La Reina Road, Delray Beach, FL
33446, as its agent to accept services of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated
corporation, at the place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping
open said office.

By: Ronald D. Simon, Resident Agent
Ronald D. Simon, Resident Agent

STATE OF FLORIDA)
COUNTY OF BROWARD) Palm Beach

BEFORE Me, the undersigned Notary Public of the State of Florida
personally appeared Ronald D. Simon to me well know and known to me to be the
individual described in and who executed the foregoing Articles of Incorporation,
and he acknowledged before me that he executed the same freely and voluntarily for
the purpose therein expressed.

WITNESS my hand and official seal this 10th day of June 2003.

Evinlori Lumsden
Notary Public, State of Florida at Large

Print Name: Evinlori Lumsden

My Commission Expires:



Evinlori Lumsden

My Commission CC933246

Expires June 26 2004

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