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(Requestor's Name)

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(City/State/Zip/Phone #)

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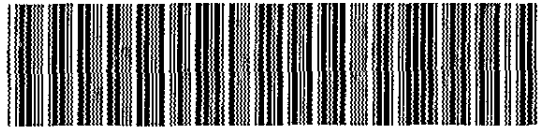
(Business Entity Name)

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JUL 1 2003

MOSCOWITZ
MOSCOWITZ &
MAGOLNICK, P.A.

Mellon Financial Center
1111 Brickell Avenue
Suite 2050
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

June 25, 2003

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

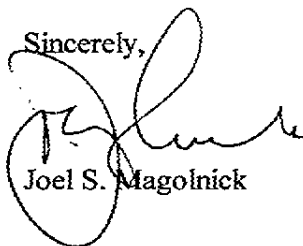
Re: American Tutorial Services, Inc.

Dear Sir or Madam:

I have enclosed the Articles of Incorporation for American Tutorial Services, Inc., along with a check in the amount of \$122.50 for the cost of filing and a certified copy of the Articles.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Joel S. Magolnick

JSM/sc
Enclosure

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

AMERICAN TUTORIAL SERVICES, INC.

2. The period of its duration is perpetual.
3. The purpose is to provide tutoring services and such other purposes as permitted under the laws of the State of Florida and the United States.

4. The corporation shall have authority to issue 100 shares, all of one class, \$.01 par value.

5. The address of its principal place of business is 13876 S.W. 56th Street, Suite 132, Miami, Florida 33175.

6. The initial registered agent of the corporation is Joel S. Magolnick, 1111 Brickell Avenue, Suite 2050, Miami, Florida 33131.

7. The number of directors constituting its initial board of directors is (1). The names and addresses of the officers and directors of this corporation, who shall hold office for the first corporate year or until their successors are chosen are:

Luis Fernandez
13876 S.W. 56th Street
Suite 132
Miami, Florida 33175.

Director, President and Secretary

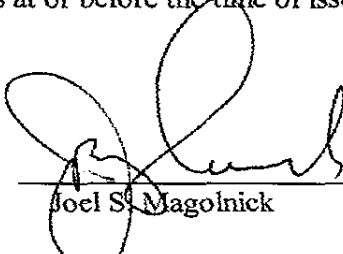
8. The name and address of the incorporator is Joel S. Magolnick, 1111 Brickell Avenue, Suite 2050, Miami, Florida 33131.

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9. Where shareholder approval is required for any action, each shareholder shall be entitled to vote equal to the number of shares he or she may own. The approval of any action shall require the affirmative vote of not less than fifty-one percent (51%) of all of the issued and outstanding shares.

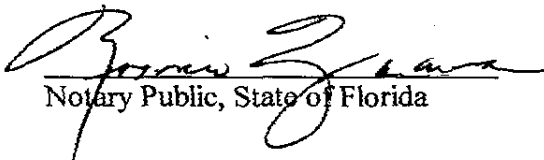
10. The business and affairs of the Corporation shall be managed by the Board of Directors who need not be stockholders of the Corporation. Any action of the Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of the stockholders holding a majority of the stock of the Corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless determined by the Board of Directors at or before the time of issuance thereof.

Dated this 25th day of June 2003.

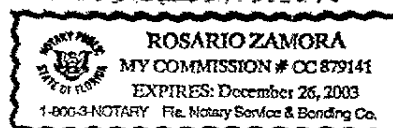

Joel S. Magolnick

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Joel S. Magolnick, who is personally known to me, and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge that he made and subscribed same for the uses and purposes therein mentioned and set forth.


Notary Public, State of Florida

My commission expires:



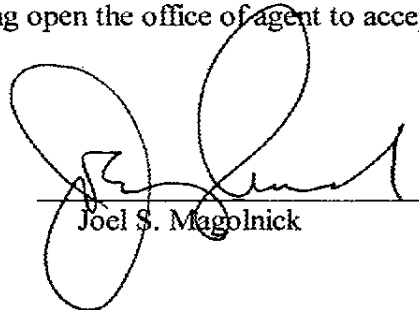
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

First--that **American Tutorial Services, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, State of Florida, has named Joel S. Magolnick, 1111 Brickell Avenue, Suite 2050, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provision of said Act relative to keeping open the office of agent to accept service of process within this state.



Joel S. Magolnick

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