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105-12853

ARTICLES OF INCORPORATION

OF

AMERICAN UNIVERSITY HIGH SCHOOL, CORP.

ARTICLE I

The name of this corporation is: AMERICAN UNIVERSITY HIGH SCHOOL, CORP.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is marketing and sales of education services. As well as a complete array of academic services and any other activities or business permitted under the laws of the United States and the State of Florida. This corporation shall have the powers as enumerated in Section S607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is:

2332 Galiano Street
Coral Gables, Florida 33134

ARTICLE V

The mailing address of this corporation is:

6825 West Flagler Street, Suite 203
Coral Gables, Florida 33144 U.S.A.

ARTICLE VI

This corporation is authorized to issue 7,500 shares at \$1.00 par value Common Stock, which shall be designated as "Common Stock."

ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds. He shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

**Juan M. Sabio
2332 Galiano Street
Coral Gables, Florida 33134**

ARTICLE IX

The name and address of the Director of this corporation is:

**Juan M. Sabio
2332 Galiano Street
Coral Gables, Florida 33134**

ARTICLE X

The corporation shall have (1) Director initially. The number of Directors may be increased from time to time in accordance with the by-laws of the corporation adopted by the stockholders, but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a Director or Officer of the corporation.

Also each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer.

The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

ARTICLE XI

The name and address of the person signing these Articles is as follows:

Juan M. Sabio
2332 Galiano Street
Coral Gables, Florida 33134

ARTICLE XII

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the Directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon. Unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Article of Incorporation be made.

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Signature: Juan M. Sabio
Juan M. Sabio
Incorporator/Registered Agent
Coral Gables, Florida U.S.A.

Date: March 1st, 2005

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