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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**EDUTECH ACQUISITION CORP.**

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**CERTIFICATE OF INCORPORATION  
OF EDUTECH ACQUISITION CORP.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation shall be Edutech Acquisition Corp. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business/mailling address of the Corporation is c/o Florida Career College, 3383 North State Road 7, Lauderdale Lakes, Fl 33319.

**ARTICLE III - PURPOSE**

The purpose of the Corporation shall be to carry on any and all business and to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - SHARES**

The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 100 shares of common stock, par value \$0.001.

**ARTICLE V - INITIAL OFFICER**

The initial officer of the Corporation shall be David Knobel, with an address of c/o Florida Career College, 3383 North State Road 7, Lauderdale Lakes, Fl 33319, as President.

**ARTICLE VI - REGISTERED AGENT**

The name and Florida street address of the registered agent of the Corporation is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324.

**ARTICLE VII - INCORPORATOR**

The Incorporator of the Corporation is David Knobel, with an address of c/o Florida Career College, 3383 North State Road 7, Lauderdale Lakes, Fl 33319.

[Signature pages follows]

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Incorporation to be signed by its duly authorized officer this \_\_\_\_ day of April, 2006.

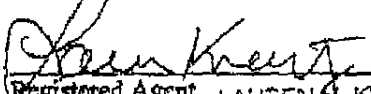
EDUTECH ACQUISITION CORP.

By: 

Name: David Knobel  
Title: President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Registered Agent LAUFENG J. KREATZ.  
SPECIAL ASSISTANT SECRETARY

5/3/06  
Date

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Date

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