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SILVIO RESTREPO
15039 S.W. 71ST LANE
MIAMI, FLORIDA 33193
(305) 383-9224

January 26, 1995

FILED
1995 JUN 30 AM 8 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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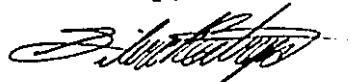
Re: Academic Excellence, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fees.

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,



Silvio Restrepo

Enclosures

ARTICLE OF INCORPORATION
OF
ACADEMIC EXCELLENCE, INC.

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1995 JAN 30 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is ACADEMIC EXCELLENCE, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence and shall commence upon the filing of these Articles with the Department of State, Division of Corporations, in and for the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5000) shares of Common Stock with a par value of One Dollar (\$1.00) for each share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

Silvio Restrepo
15039 S.W. 71st Lane
Miami, Florida 33193

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws in a manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is as follows:

NAME:

ADDRESS:

Silvio Restrepo

15039 S.W. 71st Lane
Miami, Fl 33193

ARTICLE VII - PRINCIPAL OFFICE

The principal office of this corporation shall be 15039 S. W. 71st Lane Miami, Florida 33193.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME:

ADDRESS:

Silvio Restrepo

15039 S.W. 71st Lane
Miami, Fl 33193

ARTICLE IX - AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE OF
ACADEMIC EXCELLENCE, INC.

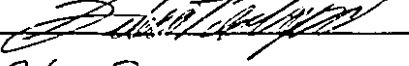
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ACADEMIC EXCELLENCE, INC.
2. The name and address of the registered agent and office is:

Silvio Restrepo
15039 S.W. 71st Lane
Miami, Florida 33193

Signature: 
Title: President
Date: 1-26-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 
Date: 1-26-95

ARTICLE X - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 26 day of January, 1995.


SILVIO RESTREPO - INCORPORATOR

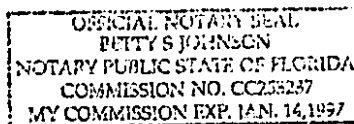
State of Florida
County of Dade

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SILVIO RESTREPO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 26 day of January, 1995.


Notary Public

State of Florida



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TALLAHASSEE, FLORIDA