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**LEWIS
BERGER
& FERRARO** ATTORNEYS AT LAW

A PART OF THE FIRM OF PROFESSIONAL ASSOCIATIONS

May 25, 1995

PLEASE REPLY TO

Stuart - Newell's Point

1115 EAST OCEAN BLVD
STUART, FLORIDA 34996
(407) 286-7861
FAX (407) 286-2013

3601 EAST OCEAN BLVD
SUITE 201 (NEWELL 5 PT.)
STUART, FL 34996
(407) 221-0600
FAX (407) 220-0640

1531 SE PORT ST. LUCIE BLVD
PORT ST. LUCIE, FL 34952
(407) 335-1995
FAX (407) 335-1945

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

Re: Incorporation - COLLEGE CONNECTION, INC.

ATTORNEYS AT LAW

J.D. LEWIS, P.A.
BRUCE D. BERGER, P.A.
RUSSELL J. FERRARO, JR., P.A.
MICHAEL J. MORTILL, P.A.


BOARD CERTIFIED
MARITAL AND FAMILY LAW

Dear Sir/Madam:

Enclosed herewith are an original and one copy of ARTICLES OF INCORPORATION OF COLLEGE CONNECTION, INC., together with a check in the amount of \$122.50 to cover the filing fee.

Please return the Certificate of Incorporation to this office. If anything further is required regarding the filing, please phone me collect at (407) 221-0600 in order to expedite the filing.

Very truly yours,


Russell J. Ferraro, Jr.

RJF:dd
Enclosures

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ARTICLES OF INCORPORATION
OF
COLLEGE CONNECTION, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: COLLEGE CONNECTION, INC.

The address of the principal office of this corporation shall be: 3601 S.E. Ocean Boulevard, Suite 201, Stuart, Florida 34996, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact 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 1,000 shares of common stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 3601 S.E. Ocean Boulevard, Suite 201, Stuart, Florida, and the name of the initial registered agent of the corporation at that address is SAMIA FERRARO.

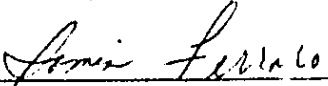
ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is 3601 S.E. Ocean Boulevard, Suite 201, Stuart, Florida 34996.

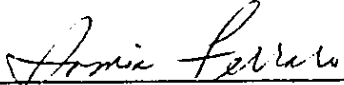
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 31 day of May, 1995.



SAMIA FERRARO

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

SAMIA FERRARO, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



SAMIA FERRARO