

P95000060725

AMERICAN CITIZENSHIP TESTING CENTER, INC.
Louis P. Russo
1910 SE 19th Street
Pompano Beach, FL 33062

PLEASE
RUSH

August 4, 1995

100001554341
-08/07/95--01050--003
****122.50 ****122.50

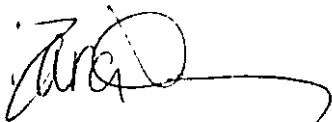
Secretary of State of Florida,

Enclosed please find a check in the amount of 122.50 to cover the
cost of incorporation for AMERICAN CITIZENSHIP TESTING CENTER, INC.

Please return the certified evidence of incorporation using the
enclosed Federal Express form.

Thank you for your assistance. If you have any questions, please
call 305-784-8261.

Sincerely,



Darci Alexander

for

Louis P. Russo

295-3421

SHARON L. TALA
AUG - 7 1995

ARTICLES OF INCORPORATION
OF
AMERICAN CITIZENSHIP TESTING CENTER, INC.

95 AUG -7
ALLAHBADI FLORIDA

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the Business Corporation Act of the State of Florida hereby certifies that:

ARTICLE 1. - NAME

The name of the corporation is American Citizenship Testing Center, Inc. (the "Corporation").

ARTICLE 2. REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is: 1910 SE 19th Street, City of Pompano Beach, 33062, County of Broward, and the name of the registered agent of this Corporation at such address is:

Louis P. Russo

The written acceptance of appointment as the registered agent as required by Section 607.0501(3) of the Florida Business Corporations Act is attached hereto and incorporated by reference as Exhibit A.

ARTICLE 3. - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida.

ARTICLE 4. - CAPITAL STOCK

The total number of shares of stock which Corporation shall have authority to issue is 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE 5. - INCORPORATORS AND MAILING ADDRESS OF CORPORATION

The name and mailing address of the sole incorporator is:

Louis P. Russo
1910 SE 19th Street
Pompano Beach, FL 33062

This shall also serve as the initial address of the principal office and the mailing address of the corporation.

ARTICLE 6. - DURATION

The Corporation shall have perpetual existence.

ARTICLE 7. - BOARD OF DIRECTORS

Management of the business and conduct of the affairs of the Corporation shall be vested in the Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided, in the Bylaws. The Board of Directors may be either increased or diminished from time to time by the shareholders. Election of directors need not be by written ballot but may be by written consent.

ARTICLE 8. - INDEMNIFICATION

The Corporation may, to the fullest extent permitted by the provisions of the Business Corporation Act of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 9. - AMENDMENT

From time to time any of the provisions of this certificate of incorporation may be amended, altered; or repealed and other provisions authorized by the laws of the State of Florida, at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provision of this Article 9.

The effective time of the certificate of incorporation of the Corporation and the time where the existence of the Corporation shall commence shall be upon its filing with the Secretary of State of the State of Florida.

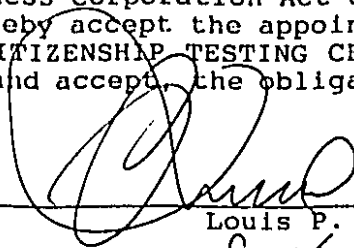
By: 

Louis P. Russo

Incorporator

Exhibit A
AMERICAN CITIZENSHIP TESTING CENTER, INC.

According to the provisions of the Business Corporation Act of the State of Florida, I, Louis P. Russo, hereby accept the appointment as the registered agent for AMERICAN CITIZENSHIP TESTING CENTER, INC. and state that I am familiar with, and accept, the obligations of that position.



Louis P. Russo
8-4-95

Date

95 AUG -7 PM 12:10
STATE
TALLAHASSEE FLORIDA