

P96000011429



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1146

January 24, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001709448
-02/07/96--01054--006
*****70.00 *****70.00

RE: International Student Services Inc.
P33307P.INPOV

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for International Student Services Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett

Bonnie J. Bennett
Corporate Service Representative

enc.

Dmc
2-6-96

FILED
96FEB-6 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
International Student Services Inc.

FILED

96 FEB -6 PM 1:05

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following: OFFICE OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation shall be International Student Services Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 4861 North Dixie Highway Suite 200C, Ft. Lauderdale FL 33334.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1,000,000 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Pat White 4861 North Dixie Highway Suite 200C, Ft. Lauderdale FL 33334
Jose Poveda 4861 North Dixie Highway Suite 200C, Ft. Lauderdale FL 33334

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 24th day of January, 1996.

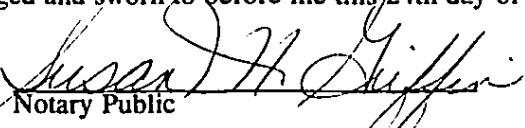


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of January, 1996 by Bonnie J. Bennett.

SUSAN H. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

FILED
96 FEB -6 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this International Student Services Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Ft. Lauderdale, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Larry Wolfe

January 24, 1996
Date