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February 14, 1996

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SECRETARY OF STATE  
The Capitol  
Tallahassee, Florida 32304  
Attention: Corporation Division

RE: C & E EDUCATION AND HUMAN DEVELOPMENT CORP.

Dear Sir:

I am enclosing the original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

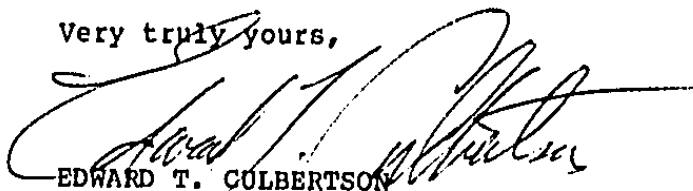
Also enclosed is a check for \$122.50 in payment of the following:

Filing Fee	\$35.00
One (1) Certified Copy	\$52.50
Registration of Registered Agent	\$35.00

Please certify the executed copy of the Articles of Incorporation and return it to me.

Thank you for your attention to this matter.

Very truly yours,

  
EDWARD T. CULBERTSON

ETC/as  
Enclosures

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ARTICLES OF INCORPORATION

OF

C & E EDUCATION AND HUMAN DEVELOPMENT CORP.

The undersigned hereby subscribe to these Articles of Incorporation to form a corporation not for profit under the laws of the State of Florida.

I.

The name of the corporation shall be C & E EDUCATION AND HUMAN DEVELOPMENT CORP. Its principal office and its mailing address shall be 144 23rd Avenue, S., St. Petersburg, Fl 33705.

II.

This corporation is organized for the purpose of owning and operating one or more adult and older child educational, vocational, and business development schools in Tampa and in other areas of Florida; to engage in activities which are necessary, suitable, or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

III.

The method of election of directors of this corporation shall be as set out in the bylaws.

IV.

The date of commencement of corporate existence shall be the date these Articles have been filed with the Department of State; the term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

V.

The street address of this corporation's initial registered office is 144 23rd Avenue, S., St. Petersburg, Fl 33705, and the initial registered agent at that address is Elihu Brayboy.

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TAMPA, FLORIDA

VI.

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than three. The names and addresses of the initial directors of this corporation are:

ELIHU BRAYBOY  
144 23rd Avenue, S.  
St. Petersburg, Fl 33705

CAROLYN BRAYBOY  
144 23rd Avenue, S.  
St. Petersburg, Fl 33705

GUS AIKINS  
144 23rd Avenue, S.  
St. Petersburg, Fl 33705

VII.

The names and addresses of the persons signing these Articles are:

ELIHU BRAYBOY  
144 23rd Avenue, S.  
St. Petersburg, Fl 33705

CAROLYN BRAYBOY  
144 23rd Avenue, S.  
St. Petersburg, Fl 33705

GUS AIKINS  
144 23rd Avenue, S.  
St. Petersburg, Fl 33705

VIII.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

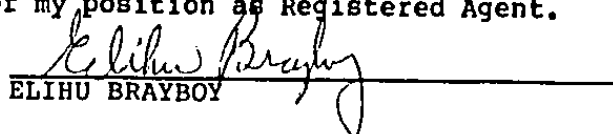
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 31st day of January, 1996.

  
ELIHU BRAYBOY

  
CAROLYN BRAYBOY

  
GUS AIKINS

Having been named as Registered Agent and to accept service of process for this corporation at the address designated above, 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.

  
ELIHU BRAYBOY

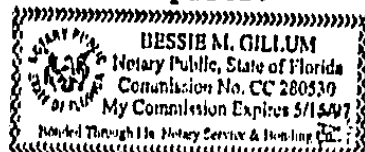
STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, this day personally appeared ELIHU BRAYBOY, CAROLYN BRAYBOY, and GUS AIKINS, to me well known to be the individuals described in and who executed the above and foregoing Articles of Incorporation of C & E EDUCATION AND HUMAN DEVELOPMENT CORP., and they acknowledged before me that they executed the Articles freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 31st day of January, 1996.

*Bessie M. Gillum*

Notary Public - State of Florida  
My Commission expires:



STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, this day personally appeared ELIHU BRAYBOY, to me well known to be the individual described in and who executed the above and foregoing Articles of Incorporation of C & E EDUCATION AND HUMAN DEVELOPMENT CORP., he acknowledged before me that he subscribed his signature to the foregoing Articles of Incorporation as accepting the designation as Resident Agent for said corporation, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg last mentioned County and State, this 31st day of January, 1996.

*Bessie M. Gillum*

Notary Public - State of Florida  
My Commission expires:

