



THE UNITED STATES
CORPORATION
COMPANY

P96000023057

ACCOUNT NO. : 072100000032

REFERENCE : 340849 7191019

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : August 13, 1999

ORDER TIME : 12:13 PM

ORDER NO. : 340849-005

CUSTOMER NO: 7191019

CUSTOMER: Lee Finkelstein, Esq
Edutech
321 N. University Dr. Room S-5
Fort Lauderdale, FL 33324

merger

000002959700--2

ARTICLES OF MERGER

U.S. CONNECT EDUCATION CENTERS
OF SOUTH FLORIDA, INC.

INTO

TECHNICAL TRAINING
CONSULTANTS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

AR

8/20/99

*02250, 00721, 00672

FILED
99 AUG 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 13 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., a Florida
corporation P95000052367

,

INTO

TECHNICAL TRAINING CONSULTANTS, INC., a Florida corporation,
P96000023057.

File date: August 20, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC.
Ref. Number: P95000052367

RESUBMIT

Please give original
submission date as file date.

We have received your document for USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 799A00041221

RECEIVED
99 AUG 20 PM 12:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Sections 607.1105 and 607.1107 of the Business Corporation Act of the State of Florida, as amended, (hereinafter referred to as the "Code"), these Articles of Merger are entered into by and between the corporations named in Article THIRD below, which are hereinafter collectively referred to as the Constituent Corporations.

FIRST: Each of the Constituent Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: TECHNICAL TRAINING CONSULTANTS, INC., a Florida corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") under the name of TECHNICAL TRAINING CONSULTANTS, INC.

THIRD: The parties to these Articles of Merger are TECHNICAL TRAINING CONSULTANTS, INC., a Florida corporation organized on March 14, 1996, and US CONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC. (hereinafter referred to as "USC"), a Florida corporation organized on July 7, 1995.

FOURTH: The Articles of Incorporation of the Surviving Corporation is hereby attached as Exhibit A hereto, and all the terms and provisions thereof are hereby incorporated in these Articles and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the Effective Date, as hereinafter defined, and until further amended as provided by law, said Exhibit A, separate and apart from these Articles shall be, and may be separately certified as, the Articles of Incorporation, as amended, of the Surviving Corporation.

FIFTH: USC has an authorized capitalization of one thousand (1,000) shares of common stock of the par value of Five Dollars (\$ 5.00), of which one thousand (1,000) shares are issued and outstanding; the aggregate par value of all shares issued and outstanding being Five Hundred Dollars (\$ 5,000.00).

Surviving Corporation has an authorized capitalization of seven thousand five hundred (7,500) shares of common stock of the par value of One Dollar (\$ 1.00) per share, of which one hundred (100) shares are issued and outstanding; the aggregate par value of all shares issued and outstanding being One Hundred Dollars (\$ 100.00).

SIXTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article ELEVENTH herein) shall be converted into or exchanged by Surviving Corporation for and become ten (10) shares of the common stock of Surviving Corporation.

(b) Each share of capital stock of USC, if any, held in its treasury on the Effective Date shall be canceled.

(c) Each share of the one thousand (1,000) shares of the common stock of USC which are issued and outstanding on the Effective Date shall be converted into or exchanged by Surviving Corporation for and become one (1) share of the common stock of Surviving Corporation.

(d) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofor representing capital stock of USC shall surrender the same to Surviving Corporation and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Surviving Corporation into which the capital stock of USC represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof. Until such surrender, capital stock of USC shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Surviving Corporation Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Surviving Corporation as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon such surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Surviving Corporation delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Surviving Corporation Common Stock. If any holder of an outstanding certificate or certificates representing capital stock of USC shall deliver to Surviving Corporation such affidavits, indemnity agreements or surety bonds as Surviving Corporation shall reasonably require in conformity with its customary procedure with respect to lost, misplaced, or destroyed stock certificates of Surviving Corporation Common Stock, Surviving Corporation shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing capital stock of USC.

SEVENTH: The principal office of USC is in the State of Florida and is located in Broward County.

EIGHTH: The principal office of Surviving Corporation is in the State of Florida and is located in Broward County.

NINTH: The board of directors of USC, on July 22, 1999, by informal action of at least a majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable and direct their submission to the stockholders of USC. On July 22, 1999, the stockholders of USC approved the Articles of Merger, by informal action of at least two-thirds of all of the votes entitled to be cast thereon.

TENTH: These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Florida.

ELEVENTH: Upon the Effective Date:

(a) the assets and liabilities of USC shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of USC, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures; and

(b) all of the rights, privileges, immunities, powers, purposes and franchises of USC and all property, real, personal and mixed, and all debts due to USC on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of USC, and all debts, liabilities, obligations and duties of USC shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.


The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; *provided, however*, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of USC, except insofar as continued by statute, shall cease on the date that an Agreement of Merger, approved, certified, executed and acknowledged by USC and Surviving Corporation as required by the laws of the State of Florida, is filed with the Secretary of State of Florida, and these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by USC and Surviving Corporation as required by the laws of the State of Florida, are filed for record with the Secretary of State Department of Florida, as required by the laws of the

State of Florida, or on the date specified by the parties hereto as provided by the laws of the State of Florida, respectively, whichever is later.

IN WITNESS WHEREOF, USC and Surviving Corporation, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 22nd day of July, 1999.

ATTEST:


Jeffrey Greenberg, Secretary

TECHNICAL TRAINING
CONSULTANTS, INC.

By:

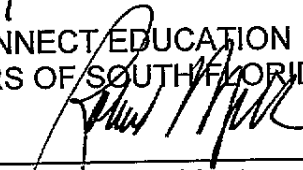

Robert Miller, President

ATTEST:


Jeffrey Greenberg, Secretary

US CONNECT EDUCATION
CENTERS OF SOUTH FLORIDA, INC.

By:


Robert Miller, President

THE UNDERSIGNED, President of TECHNICAL TRAINING CONSULTANTS, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Robert Miller

THE UNDERSIGNED, President of US CONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Robert Miller

US CONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC.

Informal Action Of The Board Of Directors

July 22, 1999

The undersigned, constituting all of the Directors of US CONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., a Florida corporation, (hereinafter referred to as the "Corporation"), in accordance with the provisions of the Business Corporation Act of the State of Florida, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the merger of the Corporation on substantially the terms and conditions as set forth in the form of the Articles of Merger of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby advised.

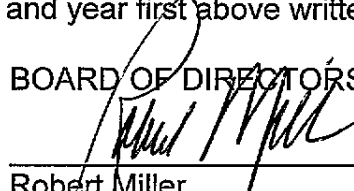
RESOLVED: That the Articles of Merger be submitted for consideration by all of the stockholders entitled to vote thereon.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file with the Secretary of State of Florida such Articles of Merger following the due approval thereof by the stockholders of the Corporation, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Directors may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

BOARD OF DIRECTORS:


Robert Miller


Gregory Finkelstein


Neal Lebar


Jeffrey Greenberg

USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC.

Informal Action of Stockholders

July 22, 1999

The undersigned, constituting all of the stockholders of USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., a Florida corporation (hereinafter referred to as the "Corporation"), in accordance with the provisions of the Business Corporation Act of the State of Florida, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the Articles of Merger of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the Secretary of State of Florida Articles of Merger in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

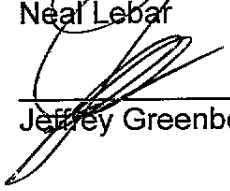
WITNESS the execution hereof the day and year first above written.

STOCKHOLDERS


Robert Miller


Gregory Finkelstein


Neal Lebar


Jeffrey Greenberg

TECHNICAL TRAINING CONSULTANTS, INC.

Informal Action Of The Board Of Directors

July 22, 1999

The undersigned, constituting all of the Directors of TECHNICAL TRAINING CONSULTANTS, INC., a Florida corporation, (hereinafter referred to as the "Corporation"), in accordance with the provisions of the Business Corporation Act of the State of Florida, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the merger of the Corporation on substantially the terms and conditions as set forth in the form of the Articles of Merger of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby advised.

RESOLVED: That the Articles of Merger be submitted for consideration by all of the stockholders entitled to vote thereon.

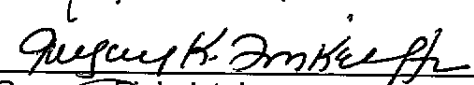
RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file with the Secretary of State of Florida such Articles of Merger following the due approval thereof by the stockholders of the Corporation, and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

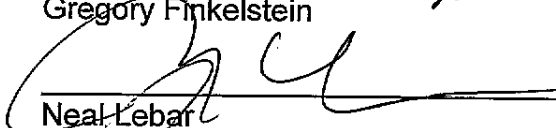
This Informal Action of Directors may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

BOARD OF DIRECTORS:


Robert Miller


Gregory Finkelstein


Neal Lebar


Jeffrey Greenberg

TECHNICAL TRAINING CONSULTANTS, INC.

Informal Action of Stockholders

July 22, 1999

The undersigned, constituting all of the stockholders of TECHNICAL TRAINING CONSULTANTS, INC., a Florida corporation (hereinafter referred to as the "Corporation"), in accordance with the provisions of the Business Corporation Act of the State of Florida, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

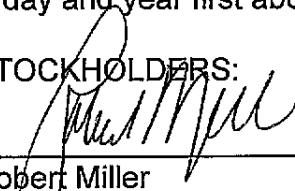
RESOLVED: That the Articles of Merger of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the President of the Corporation is hereby authorized and directed to file with the Secretary of State of Florida Articles of Merger in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all action to execute, acknowledge, seal, and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

STOCKHOLDERS:


Robert Miller


Gregory Finkelstein


Neal Lebar


Jeffrey Greenberg

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made, and entered into this 22nd day of July, 1999, by and between TECHNICAL TRAINING CONSULTANTS, INC., a Florida Corporation (hereinafter referred to as the "Surviving Corporation"), and USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., a Florida Corporation (hereinafter referred to as the "Merged Corporation"). Said Corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations".

WITNESSETH:

WHEREAS the Surviving Corporation is organized and exists under the laws of the State of Florida, having filed its Articles of Incorporation with the Florida Department of State on March 14, 1996, and recorded it in the office of the Secretary of State, Division of Corporations, in the aforesaid State, on the aforesaid date, and having its registered office at 321 N. University Drive, S-5, in the City of Plantation, County of Broward, and having as its registered agent AmeriLawyer® Chartered located at 343 Almeria Avenue, Coral Gables, Florida 33134; and

WHEREAS the total number of shares of stock which the Surviving Corporation has authority to issue is seven thousand five hundred (7,500) shares, of which one hundred (100) shares are now issued and outstanding; and

WHEREAS the Merged Corporation is organized and exists under the laws of the State of Florida, its Articles of Incorporation having been filed with the Florida Department of State on July 7, 1995, and recorded it in the office of the Secretary of State, Division of Corporations, in the aforesaid State, on the aforesaid date, and having its registered office at 321 N. University Drive, S-5, in the City of Plantation, County of Broward, and having as its registered agent Neal Lebar located at 7400 SW 50th Terrace, # 100, Miami, Florida 33155; and

WHEREAS the aggregate number of shares which the Merged Corporation has authority to issue is one thousand (1,000) shares, of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS the Board of Directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of the State of Florida, which permits such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their Boards of Directors, do hereby agree as follows:

ARTICLE I - The Surviving Corporation and the Merged Corporation shall be merged

into a single Corporation, in accordance with applicable provisions of the laws of the State of Florida by the Merged Corporation merging into the Surviving Corporation, which shall be the Surviving Corporation.

ARTICLE II - Upon the merger becoming effective under the laws of the State of Florida (such time being referred to herein as the "EFFECTIVE DATE"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida.
2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed.
3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation; and all existing or pending claims, actions or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.
4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of either Constituent Corporation, including those arising from the merger, and hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings, and further agrees that service of any such process may be made by providing the Secretary of State of the State of with duplicate copies of such process; and the Surviving Corporation authorizes the aforesaid Secretary of State to send such process to it by registered mail directed to its registered office at: 321 N. University Drive, S-5, Plantation, Florida 33324.
5. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before the merger, shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.
6. The Bylaws of the Surviving Corporation as they existed immediately before the Effective Date shall be the Bylaws of the Surviving Corporation.

7. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the Effective Date.

ARTICLE III - The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and shareholders; the said Articles of Incorporation are set forth in Exhibit A attached hereto and are made a part of this Plan and Agreement of Merger.

ARTICLE IV - Each share of the Merged Corporation issued and outstanding on the Effective Date shall be converted into one (1) fully paid and nonassessable share of capital stock of the Surviving Corporation. Each share of the Surviving Corporation issued and outstanding on the Effective Date shall be converted into ten (10) fully paid and nonassessable shares of capital stock of the Surviving Corporation.

ARTICLE V - The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

ARTICLE VI - If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

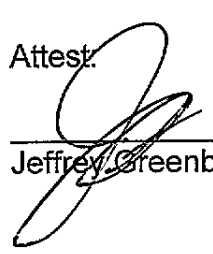
ARTICLE VII - This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the Bylaws of each Constituent Corporation and with the laws of the State of Florida, and upon (1) the approval by the shareholders of each Constituent Corporation, and (2) the subsequent execution, filing and recording of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations. This Plan and Agreement of Merger may be abandoned by (1) either of the Constituent Corporations by the action of its Board of Directors, if such action is taken before the Plan and Agreement of Merger has been approved by the shareholders of the Constituent Corporation whose Board seeks abandonment, or (2) the mutual consent of the Constituent Corporations if their respective Boards of Directors each adopt a resolution abandoning the Plan and Agreement of Merger before the Effective Date.

IN WITNESS WHEREOF, each Constituent Corporation acting by authority set out in informal action adopted by its Board of Directors has directed this Plan and Agreement of Merger to be executed by the President and attested to by the Secretary of each

Constituent Corporation, and to have the corporate seal of each Constituent Corporation affixed hereto.

TECHNICAL TRAINING CONSULTANTS, INC.

Attest:



Jeffrey Greenberg, Secretary

TECHNICAL TRAINING CONSULTANTS, INC.

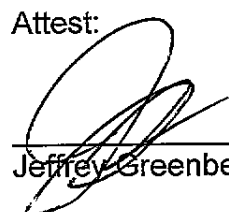
By:



Robert Miller, President

USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC.

Attest:



Jeffrey Greenberg, Secretary

USCONNECT EDUCATION CENTERS OF
SOUTH FLORIDA, INC.

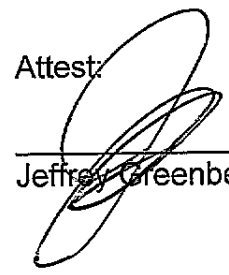
By:



Robert Miller, President

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto, and having been adopted separately by the shareholders of each corporate party thereto, in accordance with the provisions of the laws of the State of Florida, and the fact having been hereinafter certified on said Agreement of Merger by the Secretary of each corporate party thereto, is now hereby executed under the corporate seals of the respective Corporations, by the authority of the directors and shareholders thereof, as the respective act, deed and agreement of each of said Corporation, on the 22nd day of July, 1999.

Attest:



Jeffrey Greenberg, Secretary

TECHNICAL TRAINING CONSULTANTS, INC.



Robert Miller, President

TECHNICAL TRAINING CONSULTANTS, INC.

Certificate of Corporate Action

I, Jeffrey Greenberg, Secretary of TECHNICAL TRAINING CONSULTANTS, INC., a Corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, and under the seal of the said Corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of TECHNICAL TRAINING CONSULTANTS, INC., a Corporation of the State of Florida, was duly ratified by the shareholders of TECHNICAL TRAINING CONSULTANTS, INC. by informal action taken on July 20, 1999, whereby, on said date, of the one thousand (1,000) shares of stock of said corporation which were issued and outstanding, the holders of one thousand (1,000) shares voted by ballot in favor of said Agreement of Merger and the holders of zero (0) shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was duly adopted as the act of the shareholders of said TECHNICAL TRAINING CONSULTANTS, INC., and the duly adopted agreement of said Corporation.

WITNESS my hand and seal of said TECHNICAL TRAINING CONSULTANTS, INC. on this 22nd day of July, 1999.



Jeffrey Greenberg, Secretary

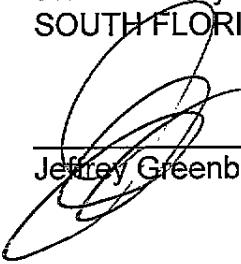
TECHNICAL TRAINING
(CORPORATE SEAL)
CONSULTANTS, INC

USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC.

Certificate of Corporate Action

I, Jeffrey Greenberg, Secretary of USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., a Corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, and under the seal of the said Corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said Corporation by the President and Secretary of USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., a Corporation of the State of Florida, was duly ratified by the shareholders of USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC. by informal action taken on July 22, 1999, whereby, on said date, of the one hundred (100) shares of stock of said corporation which were issued and outstanding, the holders of one hundred (100) shares voted by ballot in favor of said Agreement of Merger and the holders of zero (0) shares voted by ballot against same, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said Corporation, and that thereby the Agreement of Merger was duly adopted as the act of the shareholders of said USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC., and the duly adopted agreement of said Corporation.

WITNESS my hand and seal of said USCONNECT EDUCATION CENTERS OF SOUTH FLORIDA, INC. on this 22nd day of July, 1999.



Jeffrey Greenberg, Secretary

USCONNECT EDUCATION
(CORPORATE SEAL)
CENTERS OF SOUTH FLORIDA, INC.