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385-6761 (((H96000009125))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A. NAME: MEXI-COL USA, INC. FAX AUDIT NUMBER: H96000009125
CURRENT STATUS: REQUESTED DATE REQUESTED: 07/01/1996 TIME REQUESTED:
12:05:18 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1 NUMBER OF
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MEXI-COL USA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The Corporation is being formed for the purpose of providing educational services. The name of the Florida corporation shall be:

Mexi-Col USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Mexi-Col USA, Inc.
4525 North State Road 7
Lauderdale Lakes, Florida 33319**

ARTICLE III - SHARES

The corporation is authorized to issue 100,000 shares of common stock, per value \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Law Offices
Penalta & Associates, P.A.
2720 East Oakland Park Boulevard
Suite 106
Fort Lauderdale, Florida 33306-1827**

**ALEXANDER PENALTA
FL BAR NO. 0003972
2720 E. Oakland Park Blvd.
Suite 106
Fort Lauderdale, Fl. 33306
954-566-7565**

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ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's ByLaws. The election of directors shall be done in accordance with the ByLaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Law Offices
Penalta & Associates, P.A.
2720 East Oakland Park Boulevard
Suite 108
Fort Lauderdale, Florida 33308-1627

ARTICLE VI - CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin effective as of June 28, 1996.

The authorized representative of the incorporator executed these Articles of Incorporation on June 28, 1996.

Law Offices of Penalta & Associates, P.A.

By: Alexander Penalta
Alexander Penalta, President

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : MEXI-COL USA, INC.

2. The name and address of the registered agent and office is:

Law Offices
Panatta & Associates, P.A.
2720 East Oakland Park Boulevard
Suite 106
Fort Lauderdale, Florida 33308-1627

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Having been named as registered agent and to accept service of process for the above-stated corporation as the place designated in this certificate, 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.

Law Offices of Panatta & Associates, P.A.

By: *Alexander Panatta*
Alexander Panatta, President

Date: June 28, 1996

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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