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FELDMAN & ROBACK

ATTORNEYS AT LAW

MARC H. FELDMAN

JOSEPH ROBACK

1000 26TH STREET WEST • BRADENTON, FLORIDA 34205-5510 • TEL 784-8888 • FAX 784-5556

September 17, 1996

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

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*****70.00 *****70.00

RE: DYNAMICS IN CONTINUING EDUCATION, INC.
My File No. R8468

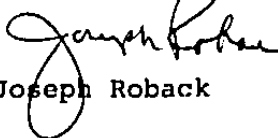
Ladies/Gentlemen:

Enclosed are the original Articles of Incorporation for the above company, along with a check in the amount of \$70.00 as your filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office utilizing the prepaid, Federal Express airbill and envelope enclosed for that purpose.

Thank you for your attention to this matter.

Sincerely yours,


Joseph Roback

JR:lc

Encl.

VIA FEDERAL EXPRESS

SEP 19 1996

ARTICLES OF INCORPORATION
DYNAMICS IN CONTINUING EDUCATION, INC.

We, the undersigned subscribers to these Articles of Incorporation, do hereby form a corporation for profit under the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be DYNAMICS IN CONTINUING EDUCATION, INC.

ARTICLE II: PURPOSE

The general purpose for which the corporation is organized includes the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III: CAPITALIZATION

The aggregate number of shares which the corporation shall have authority to issue is FIVE THOUSAND (5,000) shares, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV: PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal and mailing address and initial registered office of the corporation is to be at 405 26th Avenue West, Bradenton, Florida 34205, and the initial registered agent at that address is Joseph P. McClash.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI: DIRECTORS

The initial Board of Directors shall consist of two (2) individuals as follows: John Waltz of 405 26th Avenue West, Bradenton, Florida 34205, and Joseph P. McClash of 405 26th Avenue West, Bradenton, Florida 34205.

ARTICLE VII: INCORPORATORS

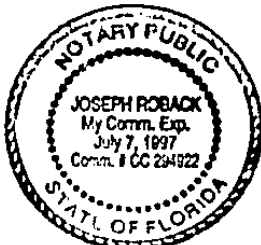
The corporation is being formed, and these Articles are being subscribed to by John Waltz and Joseph P. McClash.

WHEREFORE, the undersigned, as the subscribing incorporators and designated registered agent, hereby subscribe to these Articles and the designated registered agent accepts the designation as registered agent, and states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation, on the 16th day of September, 1996.

Joseph P. McClash
Joseph P. McClash
John N. Waltz
John Waltz
FILED
SEP 18 1996
CLERK OF COURT
MANATEE COUNTY, FLORIDA

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me on the 16th day of September, 1996, by Joseph P. McClash and John Waltz, who did not take an oath and who are either personally known to me or who presented the following as identification:
FLA. DRIVERS LICENSE



Joseph Roback
Notary Public
Printed Name: _____
My Commission Expires: _____