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9/23/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL, INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0606 FAX #: (305)672-9110
NAME: EDUCATION CONSULTANTS, INC.
AUDIT NUMBER.....H96000013307
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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04
9/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1996

CORPORATE CREATIONS INTERNATIONAL INC.
401 OCEAN DR, SUITE 312
MIAMI BEACH, FL 33139

SUBJECT: EDUCATION CONSULTANTS, INC.
REF: H96000020036

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Pamela Hall
Document Specialist

FAX Aud. #: H96000013307
Letter Number: 596A00043811

H06000013307

Articles of Incorporation
of
Total Education Center, Inc.

FILED
SEP 24 1987
CLERK OF CIRCUIT COURT
MIAMI BEACH, FLORIDA

Article I. Name

The name of this Florida corporation is:
Total Education Center, Inc.

EFFECTIVE DATE
9-20-87

Article II. Address

The mailing address of the Corporation is:
Total Education Center, Inc.
1 West Camino Real, Suite 202
Boca Raton FL 33432

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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 Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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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. The name of each initial member of the Corporation's Board of Directors is:

Dianno L. Olvera
Jose J. Olvera

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 20, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 20, 1996

Corporate Creations International Inc.

By: 
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

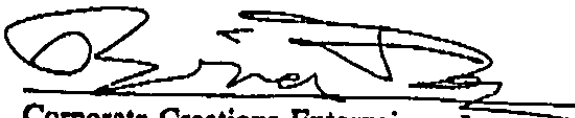
CORPORATION:

Total Education Center, Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.
Brian R. Fons, Vice President

Date: 9/23/9

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
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10/10/96

FLORIDA DIVISION OF CORPORATIONS
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10:05 AM

((H96000014264 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: TOTAL EDUCATION CENTER, INC.
AUDIT NUMBER.....H96000014264
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..1
CERT. COPIES.....0

PAGES..... 2
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TALLAHASSEE, FLORIDA

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H96000014284

Articles of Amendment
Changing Corporate Name From
Total Education Center, Inc.
to
Boca Educational Consultants, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is Total Education Center, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Total Education Center, Inc. to Boca Educational Consultants, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on October 10, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned representative of the Corporation executed these Articles of Amendment on October 10, 1996.

Total Education Center, Inc.

By:


Brian Fons

Its: Assistant Secretary

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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