

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
ELEVENTH FLOOR
WEST PALM BEACH, FLORIDA 33401

LARRY B. ALLEN
CARL ANGELOTT
M. TRACEY BIAHOT
CLAY C. BLOOMER
JOYCE A. CONWAY
MARGARET L. COOP
EDWARD HAZ
REBECCA L. DOAN
CHRISTOPHER D. JONES
H. MICHAEL MURPHY
SCOTT D. SWANSON
THORNTON W. HENRY
PETER B. HAMILTON
MARK B. KLEINFIELD

MICHAEL T. KRAHZ
JOHN BLAIR MCCrackEN
SCOTT L. McMULLEN
DAVID PRATT
JOHN C. RANDOLPH
STEPHEN J. ROTHMAN
PETER A. SACHS
D. L. WEAVER SMITH III
SIDNEY A. STUBBS
ALAN T. THOMAS
JOHN TRINER
ERIN M. WAGGAMAN
H. A. WEAVER

P. O. BOX 3475
WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

WEST PALM BEACH, FLORIDA 33401-0375

HENRY F. UJEJTHAL
1902-1982
HENRY ALLISON JOHNSTON
1495-1993
R. DRUCE JONES
1904-1998
PAUL G. WOLFE
1939-1991
RETIRED
WILLIAM A. FOSTER
OF COUNSEL
L. MARTIN FLANAGAN
JACK A. PUSCO

December 11, 1996

600002040486--3
-12/30/96--01010--012
*****35.00 *****35.00

Secretary of State, Division of Corporations
1201 Hays Street
Tallahassee, FL 32301

Re: Excelsior Education Group, Inc.

Gentlemen:

Enclosed are the Articles of Dissolution of Excelsior Education Group, Inc., and this firm's check in the amount of \$36,000 for filing. Please date stamp the extra copy of the dissolution, and return it to us in the enclosed self-addressed envelope.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

[Signature]
David E. Dreyer

DED/pjr
enclosures
G:\USERS\ATTY\DED\MISC\DEPTST.LB

96 DEC 13 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

P9600083661
Vol diss 96
Dec 11 96
[Signature]

RECEIVED
96 DEC 13 AM 10:36
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION OF
EXCELSIOR EDUCATION GROUP, INC.**

EXCELSIOR EDUCATION GROUP, INC., a Florida corporation, files these
Articles of Dissolution pursuant to F.S. 607.1403 and states:

1. The name of the corporation is Excelsior Education Group, Inc., a Florida corporation.
2. Dissolution of the corporation was authorized on December 11, 1996.
3. Shareholders owning shares sufficient for approval, approved dissolution of the corporation.
4. The effective date of these Articles shall be December 11, 1996.

IN WITNESS WHEREOF, this corporation has caused this certificate to be signed
by its President this 11th day of December, 1996.

EXCELSIOREDUCATIONGROUP, INC

(CORPORATE SEAL)

By Robert A. Goldman
Robert A. Goldman, President

ATTEST:

Robert A. Goldman
Robert A. Goldman, Secretary

96 DEC 11 PM 3: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Robert A. Goldman, as President and Secretary of Excelsior Education Group, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced a driver's license as identification, this 11 day of December, 1996.

(NOTARY SEAL)



SUSAN SMALL
MY COMMISSION # CC463531 EXPIRES
September 12, 1999
BONDED THROUGH TROY FAH INSURANCE, INC

Susan Small
Notary Public
PrintName SUSAN SMALL
My commission expires:

G:\USERS\ATTY\DED\EXCELSIO\ARTICLES.DIS

APPROVED
AND
FILED
96 DEC 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA