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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

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ACCOUNT NO. : 072100000032

REFERENCE : 156453 4806726

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 15, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 156453-005

CUSTOMER NO: 4806726

CUSTOMER: David Dreyer, Esq
JONES FOSTER JOHNSTON & STUBBS

P.o. Box 3475

West Palm Beach, FL 33402-3475

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-11/15/96--01052--005
***122.50 ***122.50

DOMESTIC FILING

NAME: ELITE EDUCATION, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
96 NOV 15 PM 4: 14
FILED

Dmc
11/15/96
DIVISION OF CORPORATION
96 NOV 15 PM 12: 15
RECEIVED

**ARTICLES OF INCORPORATION
OF
ELITE EDUCATION, INC.**

FILED
95 NOV 15 PM 4: 14
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be ELITE EDUCATION, INC..

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 2000 Presidential Way, Washington Tower, #1803, West Palm Beach, FL 33401-1599.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Dr. Robert A. Goldman, located at the Registered Office of the corporation at 2000 Presidential Way, Washington Tower, #1803, West Palm Beach, FL 33401-1599.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have One (1) Director. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director is:

Dr. Robert A. Goldman
2000 Presidential Way
Washington Tower, #1803
West Palm Beach, FL 33401-1599

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Dr. Robert A. Goldman, President, Treasurer, Secretary
2000 Presidential Way
Washington Tower, #1803
West Palm Beach, FL 33401-1599

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Dr. Robert A. Goldman
2000 Presidential Way
Washington Tower, #1803
West Palm Beach, FL 33401-1599

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter

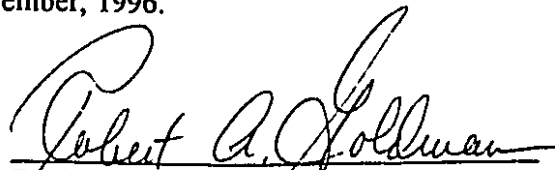
prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of November, 1996.



Dr. Robert A. Goldman, Incorporator

STATE OF FLORIDA

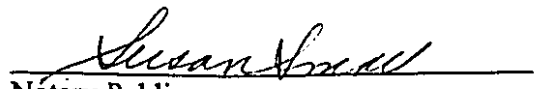
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Dr. Robert A. Goldman, who is personally known to me or who has produced a driver's license as identification, this 14 day of November, 1996.

(NOTARY SEAL)



SUSAN SMALL
MY COMMISSION # CC483531 EXPIRES
September 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public
PrintName: SUSAN SMALL
Commission No.: _____
My commission expires:

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

96 NOV 15 PM 4:14

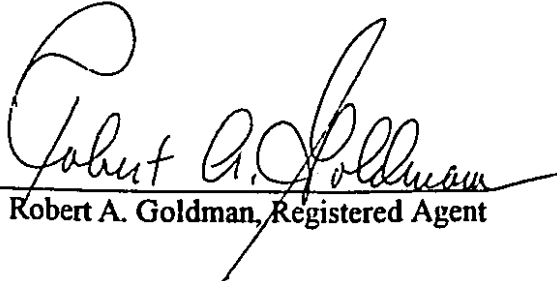
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That ELITE EDUCATION, INC., desiring to organize under the laws of the
State of Florida, has named Dr. Robert A. Goldman, located at the Registered Office of the
corporation at 2000 Presidential Way, Washington Tower, #1803, West Palm Beach, FL
33401-1599, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.


Dr. Robert A. Goldman, Registered Agent

dcp/goldman/articles inc