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12/03/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: PITTS-HUGHES LEARNING CONNECTION, INC.

AUDIT NUMBER.....H96000016950

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

H96-16950

of PITTS-HUGHES LEARNING CONNECTION, INC.a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.Article 1: Name of the Corporation: PITTS-HUGHES LEARNING CONNECTION, INC.Address of the Corporation: 1211 N.W. 100th TERRACE
MIAMI, FLORIDA 33142

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

4770 BISCAYNE BOULEVARD SUITE 1130, MIAMI, FLORIDA 33137and the name of the initial registered agent at such address is CLINTON J. PITTS

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

CLINTON J. PITTS
Signature of Registered Agent11/25/96
Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. B. GEANETTE PITTS-HUGHES1211 N.W. 100th TERRACEMIAMI, FLORIDA 33142

Article 7: The Name and address of the Incorporator is:

B. GEANETTE PITTS-HUGHES1211 N.W. 100th TERRACEMIAMI, FLORIDA 33142In witness whereof I have subscribed my name B. Geanette Pitts-Hughes

Signature of Incorporator

B. GEANETTE PITTS-HUGHES

Prepared by:
ace INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571

H96-16950