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TALLAHASSEE, FL 32301-2607
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PRENTICE HALL
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P96000103173

ACCOUNT NO. : 072100000032

REFERENCE : 198542 81098A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 23, 1996

ORDER TIME : 9:28 AM

ORDER NO. : 198542-005

CUSTOMER NO: 81098A

CUSTOMER: Kenneth R. Misemer, Esq
ALLGOOD & MISEMER, P.A.

5645 Nebraska Avenue

N. Port Richey, FL 34652

000002035930--3
-12/23/96--01016--027
****122.50 ****122.50

DOMESTIC FILING

NAME: WEBSTER COLLEGE OF FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
96 DEC 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~4916-26969~~
602
RECEIVED
96 DEC 23 AM 10:39
DIVISION OF CORPORATION
Dmc 12/23/96

LAW OFFICES OF

Allgood & Misemer, P.A.

5645 NEBRASKA AVE. • NEW PORT RICHEY, FLORIDA 34852-2694
TELEPHONE (813) 848-2593 • FACSIMILE (813) 848-2597

SAM Y. ALLGOOD, JR.

KENNETH R. MISEMER

December 20, 1996

Office of the Secretary of State
CORPORATE OFFICE
The Capitol - Plaza Level 2
Tallahassee, FL 32399-0250

Re: Proposed Articles of Incorporation of
Webster College of Florida, Inc.

Dear Sir:

Enclosed find original and duplicate of Articles of
Incorporation of the above-named corporation, together with our
check in the amount of \$122.50 to cover the following costs:


Filing fee	\$ 35.00
Certified copy of Articles (copy furnished)	\$ 52.50
Registered Agent fee	<u>\$ 35.00</u>
	\$122.50

Please certify and return the duplicate Articles of
incorporation, if approved.

Thank you for your prompt attention.

Yours truly,

ALLGOOD & MISEMER, P.A.


Kenneth R. Misemer

KRM/es
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WEBSTER COLLEGE OF FLORIDA, INC.
Ref. Number: W96000026869

RECEIVED
96 DEC 24 AM 9:58
DIVISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date.

We have received your document for WEBSTER COLLEGE OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00057013

ARTICLES OF INCORPORATION
OF

WEBSTER COLLEGE OF CENTRAL FLORIDA, INC.

FILED
96 DEC 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida general corporations act, adopts the following Articles of Incorporation for that corporation.

1. NAME: The name of this corporation is WEBSTER COLLEGE OF CENTRAL FLORIDA, INC.

2. DURATION: The period of its duration is perpetual.

3. PURPOSES:

To engage in the business of establishing educational and training institutions that may offer academic, educational and/or job training in any field permissible under governing law.

To acquire already existing educational and training institutions.

To provide academic, educational and/or job training courses or programs and award certificates, diplomas or other duly authorized credentials to individuals who successfully complete such courses or programs.

To engage in any activities that are necessary, convenient or helpful in obtaining the above three corporate objectives, including but not limited to the following: acquiring campuses or other training facilities through lease or purchases or otherwise, hiring administrators, faculty and other personnel, leasing or purchasing equipment, books and materials, applying for state authorization to operate such education or training institutions, seeking accreditation, obtaining approval to participate in state or federal education and training programs, and such other activities as the Board of Directors may deem appropriate.

To engage in any business enterprise in which corporations organized under the laws of the State of Florida and the United States may lawfully engage.

4. CAPITAL STOCK:

(a) The corporation is authorized to issue 1000 shares, all of one class, at \$10.00 par value.

(b) Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of any stock that the corporation may issue or sell, whether or not of unissued shares

authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation are:

Initial registered office: 6551 Central Avenue
St. Petersburg, FL 33710

Registered agent: Annette C. Rachel
6551 Central Avenue
St. Petersburg, FL 33710

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by an amendment of the bylaws, but shall never be less than one.

The name and address of the initial director of this corporation are:

Annette C. Rachel
10102 Tarpon Drive
Treasure Island, FL 33706

7. INCORPORATOR: The name and address of the incorporator signing these articles of incorporation are:

Kenneth R. Misemer
5645 Nebraska Avenue
New Port Richey, FL 34652


8. PRINCIPAL OFFICE: The street and mailing address of the principal office of the corporation are:

6551 Central Avenue
St. Petersburg, FL 33710

9. AMENDMENT: The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of

Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 1996.


Kenneth R. Misemer
Incorporator

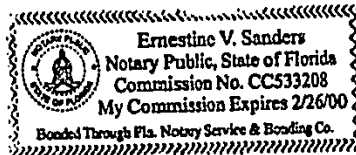
STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by KENNETH R. MISEMER as incorporator for WEBSTER COLLEGE OF FLORIDA, INC., a Florida corporation, who is personally known to me or produced as identification.

Ernestine V. Sanders
Notary Public

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for WEBSTER COLLEGE OF CENTRAL FLORIDA, INC.

Annette C. Rachel

Annette C. Rachel
Registered Agent

FILED
96 DEC 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA