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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 200510 4806726

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 1996

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ORDER NO. : 200510-005

CUSTOMER NO: 4806726

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CUSTOMER: David Dreyer, Esq
JONES FOSTER JOHNSTON & STUBBS

P.o. Box 3475

West Palm Beach, FL 33402-3475

DOMESTIC FILING

NAME: EXCELSIOR EDUCATION, INC EFFECTIVE DATE

12-23-96

EFFECTIVE DATE: DECEMBER 23, 1996

- 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: _____

FILED
56 DEC 29 AM 11:41
STATE OF FLORIDA
TALLAHASSEE

RECEIVED
96 DEC 24 PM 1:00
DIVISION OF CORPORATIONS

Dmc
12/24/96

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

FILED
96 DEC 24 AM 11:41
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

EFFECTIVE DATE

12-23-96

The name of this corporation shall be EXCELSIOR 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 #1803 Washington Tower, 2000 Presidential Way, West Palm Beach, Palm Beach County, FL 33401-1599.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Robert A. Goldman, located at the Registered Office of the corporation at #1803 Washington Tower, 2000 Presidential Way, West Palm Beach, Palm Beach County, 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:

Robert A. Goldman
#1803 Washington Tower
2000 Presidential Way
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:

Robert A. Goldman
#1303 Washington Tower
2000 Presidential Way
West Palm Beach, FL 33401-1599

President/Secretary/Treasurer

ARTICLE IX

Incorporator

The name and address of the incorporator is:

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

ARTICLE X

Amendment

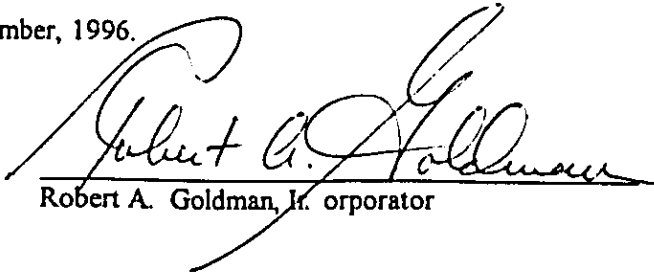
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

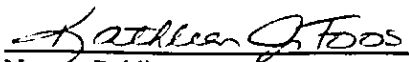
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of December, 1996.


Robert A. Goldman, Jr. orporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Robert A. Goldman, who is personally known to me or who has produced a driver's license as identification, this 23rd day of December, 1996.

(NOTARY SEAI)


Notary Public
Print Name: KATHLEEN J. FOSS
Commission No.: _____
My commission expires:



Kathleen J. Foss
MY COMMISSION # CC489572 EXPIRES
November 7, 1999
BONDED THRU TROY FARM INSURANCE, INC.

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

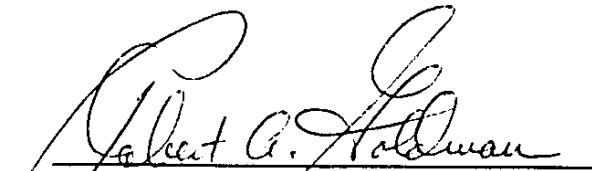
FILED
95 DEC 24 11:41
TALLAHASSEE STATE
FLORIDA

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

That EXCELSIOR EDUCATION, INC., desiring to organize under the laws of the State of Florida, has named Robert A. Goldman, located at the Registered Office of the corporation at #1803 Washington Tower, 2000 Presidential Way, West Palm Beach, Palm Beach County, 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.


Robert A. Goldman, Registered Agent

FAUSERS\ATTY\DEDM18901-4\ARTICLES.EXC