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FLORIDA DIVISION OF CORPORATIONS  
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FROM: BERENFELD, SPRITZER, SHECHTER & SHEER  
105214002607

ACCT#:

CONTACT: PHILIP SHECHTER  
PHONE: (305) 274-4600  
(305) 274-5139

FAX #:

NAME: ISS-INTERNATIONAL STUDENT SERVICES CORPORATI  
AUDIT NUMBER.....H97000001304  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
CERT. COPIES.....0

PAGES..... 3  
DEL.METHOD.. FAX  
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ARTICLES OF INCORPORATION

OF

ISS-INTERNATIONAL STUDENT SERVICES CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ISS-INTERNATIONAL STUDENT SERVICE CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

955 ALTON ROAD  
MIAMI BEACH, FLORIDA 33139

ARTICLE III CORPORATE CAPITALIZATION

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500 SHARES, \$1 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

PIPPA SEICHRIST  
955 ALTON ROAD  
MIAMI BEACH, FLORIDA 33139

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BERENFELD, SPRITZER, SHECHTER & SHEER  
7700 N. KENDALL DRIVE, SUITE 805  
MIAMI, FLORIDA 33156  
(305) 274-4600

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PIPPA SEICHRIST  
955 ALTON ROAD  
MIAMI BEACH, FLORIDA 33139

The undersigned has(have) executed these Articles of Incorporation this 27<sup>th</sup> day of January, 1997.

Pippa Seichrist, VP  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

ISS-INTERNATIONAL STUDENT SERVICES, CORP.

2. The name and address of the registered agent and office is:

PIPPA SEICHRIST  
955 ALTON ROAD  
MIAMI BEACH, FLORIDA 33139

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TALLAHASSEE, FLORIDA

SIGNATURE

*Pippa Seichrist*  
(Corporate Officer)

TITLE

VP

DATE

1/27/97

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Pippa Seichrist*

DATE

1/27/97