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4/23/97

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: FLORIDA EDUCATION AND ENTREPRENEUR TRAINING SERVICES, INC.
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TALLAHASSEE, FLORIDA

Bm 4/23/97

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**ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATION AND ENTREPRENEUR TRAINING
SERVICES, INC.**

ARTICLE I - NAME

The name of the Corporation is FLORIDA EDUCATION AND ENTREPRENEUR TRAINING SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing at the time of filing of the Articles Of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be all lawful business activities allowed by the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Preferred and Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$ 1.00	Preferred
100	\$.50	Common

The consideration for all of the stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

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PREPARED BY:
ACE INDUSTRIES, INC.

54 NW 11th Street
Miami, FL 33136
305-358-2671

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ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2820 N.W. 135th Street, Opa-locka, Florida 33054

The initial agent is: GORDON MURRAY, ESQ.

The principal office and mailing address of the is corporation is:

2820 N.W. 135th Street, Opa-locka, Florida 33054

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the By-laws, but shall never be less than one. The names and addresses of the initial directors are:

Gordon Murray:	2820 N.W. 135th Street, Opa-locka, Fl 33054
Wiley Huff:	2820 N.W. 135th Street, Opa-locka, Fl 33054

ARTICLE IX - INCORPORATES

The names and addresses of the persons signing these Articles are:

Gordon Murray:	2820 N.W. 135th Street, Opa-locka, Fl 33054
Wiley Huff:	2820 N.W. 135th Street, Opa-locka, Fl 33054

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represents at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders to subject to this reservation.

CERTIFICATION OF DESIGNATION OF REGISTER AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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.

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The name of the corporation is:
FLORIDA EDUCATION AND ENTREPRENEUR TRAINING SERVICES, INC.

The name and address of the registered agent and office is:
Gordon Murray, Esq.
2820 N.W. 135th Street
Opa-locka, Florida 33054

Having been named as 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 provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Gordon Murray, Esq.

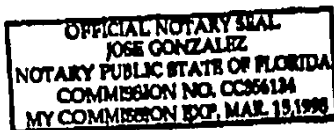
Date:

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledges, personally appeared Gordon Murray ~~and who is~~, to be personally known or having produced identification, _____, to be the person described in and who executed the same for the purposes therein expressed.

16th WITNESS MY hand and official seal in the County and State last aforesaid on this day of April, 1997.


Notary Public
My commission expires:



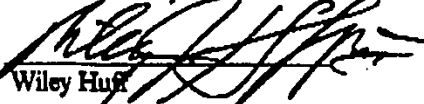
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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ____ day of April, 1997.

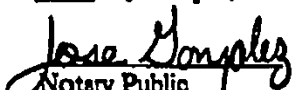

Gordon Murray

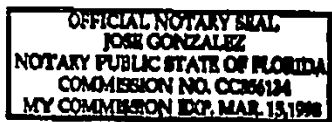

Wiley Huff

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledges, personally appeared Gordon Murray, to be personally know, or having produced identification, _____, to be the person described in and who executed the same for the purposes therein expressed.

16th WITNESS MY hand and official seal in the County and State last aforesaid on this day of April, 1997.


Notary Public
My commission expires:



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