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FLORIDA DIVISION OF CORPORATIONS

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075350000132

ACCT#:

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NAME: ARBOR LEARNING GROUP, INC.

AUDIT NUMBER.....H97000012849

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
ARBOR LEARNING GROUP, INC.

ARTICLE I - NAME

The name of this corporation is Arbor Learning Group, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

1515 N.W. 167th Street, Suite 110W
Miami, Florida 33169

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

1515 N.W. 167th Street, Suite 110W
Miami, Florida 33169

and the name and address of the initial registered agent of this corporation are:

Name

Address

Mark J. Gordon

1515 N.W. 167th Street, Suite 110W
Miami, Florida 33169

This instrument prepared by:
Richard Goldstein, Esq.
Florida Bar No. 359617
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than two. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Mark J. Gordon	1515 N.W. 167th Street, Suite 110W Miami, Florida 33169
David L. Epstein	1515 N.W. 167th Street, Suite 110W Miami, Florida 33169

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Mark J. Gordon	1515 N.W. 167th Street Miami, Florida 33169

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

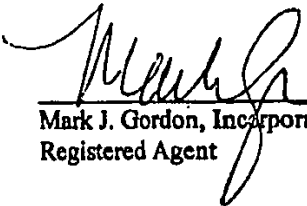
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ARTICLE XI-- AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 5th day of AUGUST, 1997.


Mark J. Gordon, Incorporator and
Registered Agent

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