

HOLLAND & KNIGHT
 Requestor's Name
 5 SOUTH DUNSTON STREET
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

9700092923

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. College of the Americas, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #) **300002332503--5**
-10/29/97-01062-028
******122.50 ****122.50**
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 OCT 29 PM 12:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

10/29

Examiner's Initials: _____

ARTICLES OF INCORPORATION
OF
COLLEGE OF THE AMERICAS, INC.

FILED
97 OCT 29 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of COLLEGE OF THE AMERICAS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is COLLEGE OF THE AMERICAS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Martin Fine, Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

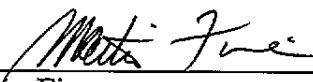
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

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

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of October, 1997.



Martin Fine
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That COLLEGE OF THE AMERICAS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 28th day of October, 1997.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

Steven H. Hagen
Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 29 PM 12:47

FILED