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TO: DIVISION OF CORPORATIONS

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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#:  
076117000420

CONTACT: DEB KORFAGE

PHONE: (561)650-0729

FAX #: (561)655-5677

NAME: THE ALLIANCE FOR TECHNOLOGY EDUCATION, INC.

AUDIT NUMBER.....H97000018101

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

CERT. OF STATUS..0 PAGES..... 5

CERT. COPIES.....1 DEL.METHOD.. FAX (6)

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**ARTICLES OF INCORPORATION**

**OF**

**The Alliance for Technology Education, Inc.**

**Article I**

**Name**

The name of this corporation is The Alliance for Technology Education, Inc.

**Article II**

**Duration**

This corporation shall have a perpetual existence.

**Article III**

**Purpose**

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

**Article IV**

**Address**

The principal place of business and mailing address of this corporation shall be

David G. Bates, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
(561) 655-1980  
FL Bar No. 0935451

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1001 Yamato Road, Suite 301, Boca Raton, FL 33431.

**Article V**

**Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$.01) par value per share common stock.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1001 Yamato Road, Suite 301, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Thomas Clynes. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

**Article VII**

**Incorporator**

The name and address of the person signing these Articles of Incorporation is:

Thomas Clynes  
1001 Yamato Road  
Suite 301  
Boca Raton, FL 33431

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**Article VIII****Powers**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article IX****Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal

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representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### **Article X**

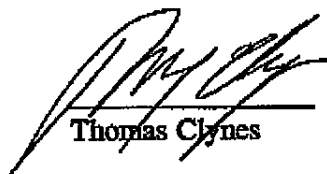
##### **Amendment**

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

#### **Article XI**

##### **Bylaws**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provides such bylaw is not subject to amendment or repeal by the directors.



Thomas Clynes

DATED:

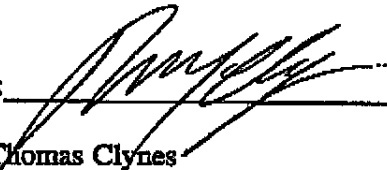
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for The Alliance for Technology Education, Inc., a Florida corporation (this "corporation"), in the foregoing Articles of Incorporation, I, on behalf of this corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for this corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By:   
Thomas Clynes

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