

LAW offices

Raoul R. Ehr

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P970001025/5

November 25, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Education Management & Planning, Inc.

Gentlemen:

Enclosed find original and one (1) copy of the articles of incorporation and a check for \$131.25 to cover the cost of the filing fee, a certified copy and a certificate of status.

Yours truly,

Raoul R. Ehr

RRE:mgk
Enclosures

cc: Jeff Feedar

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/5/97-74M

**ARTICLES OF INCORPORATION
OF
EDUCATION MANAGEMENT & PLANNING, INC.**

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

**ARTICLE I
Name**

The name of the corporation shall be Education Management & Planning, Inc.

**ARTICLE II
Principal Office**

The Principal place of business and mailing address of this corporation shall be 212 Fifth Avenue North, Lehigh Acres, Florida, 33972.

**ARTICLE III
Authorized Shares**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one (100) hundred shares.

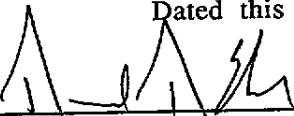
**ARTICLE IV
Initial Registered Agent and Street Address**

The name and Florida street address of the initial registered agent shall be Elizabeth A. Smith, 212 Fifth Avenue North, Lehigh Acres, Florida, 33972.

**ARTICLE V
Incorporator**

The name and address of the incorporator to these Articles of Incorporation is: Raoul R. Ehr, 11931 West Bluemound Road, Wauwatosa, Wisconsin, 53226.

Dated this 26th day of November, 1997



Raoul R. Ehr, Incorporator

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 provisions 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.


Elizabeth A. Smith, Registered Agent

11-30-97
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA