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2/11/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: INSIGHT EDUCATIONAL PROGRAM, INC.

AUDIT NUMBER.....H98000002830

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

CERT. OF STATUS..1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

FAS-T CORP AGENTS

SUBJECT: INSIGHT EDUCATIONAL PROGRAM, INC.
REF: W98000003085

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 8 states there will be 1 director(s), whereas 2 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000002830
Letter Number: 598A00007881

ARTICLES OF INCORPORATION OF
INSIGHT EDUCATIONAL PROGRAM, INC.

ARTICLE I. NAME

The name of this corporation is: **INSIGHT EDUCATIONAL PROGRAM, INC.**

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue **FIVE HUNDRED (500)** shares of **COMMON STOCK**, with a par value of **TEN (\$10.00)** dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than **FIVE THOUSAND (\$5,000.00) DOLLARS**.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 at which it is offered to others,

Prepared By:
CAROLINA H. HERNANDEZ
4044 Meridian Ave., #2-K
Miami Beach, FL 33140
305-672-2816

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

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

4044 N. MERIDIAN AVE., #2-K
MIAMI BEACH, FL 33140

The name of the initial registered agent of this corporation is:

CAROLINA H. HERNANDEZ

The corporation principal office shall be:

4044 N. MERIDIAN AVE., #2-K
MIAMI BEACH, FL 33140

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (TWO) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

CAROLINA H. HERNANDEZ
4044 N. MERIDIAN AVE., #2-K
MIAMI BEACH, FL 33140

GABRIELA MIERI
4044 N. MERIDIAN AVE., #2-K
MIAMI BEACH, FL 33140

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

CAROLINA H. HERNANDEZ
4044 N. MERIDIAN AVE., #2-K
MIAMI BEACH, FL 33140

H98000002830

IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 9TH day of FEBRUARY, 1998.


CAROLINA H. HERNANDEZ

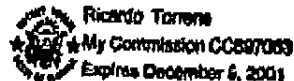
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared

-----CAROLINA H. HERNANDEZ-----
to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Miami-Dade and State of Florida, this 9TH day of FEBRUARY, 1998.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



H98000002830

**CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That INSIGHT EDUCATIONAL PROGRAM, INC. qualified to do business under the laws of the State of Florida with its principal office at 4044 N. MERIDIAN AVE., #2-K the City of MIAMI BEACH, County of MIAMI-DADE, State of Florida has appointed CAROLINA H. HERNANDEZ 4044 N. MERIDIAN AVE., #2-K City of MIAMI BEACH, County of MIAMI-DADE . State of Florida. as its agent to accept service of process within this State.

ACKNOWLEDGMENT

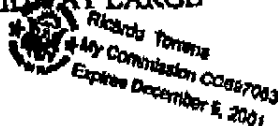
Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

Carolina H. Hernandez

CAROLINA H. HERNANDEZ

Sworn to and subscribed before me,
this 9TH day of FEBRUARY, A.D. 1998

Richard Tomene
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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SECRETARY OF STATE
TALLAHASSEE FLORIDA