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ASTRID DE PARRY, P.A.

ATTORNEY AT LAW

114 WEST RICH AVENUE
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February 26, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Professional Education Solutions, Inc.

Dear Sir or Madam:

Enclosed please find a copy of the Articles of Incorporation, together with my firm's check in the amount of \$122.50 to cover the filing fees and pay for a certified copy.

Please send the certified copy to the undersigned company counsel in the enclosed, self-addressed envelope. Thank you for your courtesies in this regard.

Very truly yours,

Astrid de Parry

Astrid de Parry, P.A.

AdP/sms
Enclosures
cc: Lynn Cleary

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-03/02/98--01147--010
****122.50 ****122.50

Rmc
3/4/98

EFFECTIVE DATE

3-1-98

FILED
98 MAR -2 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

98 MAR -2 AM 10:31

PROFESSIONAL EDUCATION SOLUTIONS, INC. SECRETARY OF STATE
JALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

3-1-98

The name of the Corporation shall be:

PROFESSIONAL EDUCATION SOLUTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

1245 Polk Avenue
Deltona, FL 32738

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares with a par value of \$1.00 per share.

ARTICLE IV - MANAGEMENT

The business of the Corporation shall be managed by the Shareholders rather than by a Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

ASTRID DE PARRY, P.A.
114 West Rich Avenue
DeLand, FL 32720

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

ASTRID DE PARRY, P.A.
114 West Rich Avenue
DeLand, FL 32720

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on March 1, 1998.

The undersigned Incorporator has executed these Articles of Incorporation this 26th day of February, 1998.

ASTRID DE PARRY, P.A.

By: Astrid de Parry
Astrid de Parry, President

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ASTRID DE PARRY, to me well known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 26th day of February, 1998.

Sheri M. Sallade
Notary Public, State of Florida



SHERI M. SALLADE
COMMISSION # CC 377057
EXPIRES JUN 7, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 MAR -2 AM 10:31

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is: ...

PROFESSIONAL EDUCATION SOLUTIONS, INC.

2. The name and address of the registered agent and office is:

ASTRID DE PARRY, P.A.
114 West Rich Avenue
DeLand, Florida 32720

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.

ASTRID DE PARRY, P.A.

BY: Astrid de Parry
Astrid de Parry

DATE: 2-26-98