

Trivest, Inc.

2665 South Bayshore Drive
Suite 800
Miami, Florida 33133-5462
Telephone (305) 858-2200
Facsimile (305) 285-0102

P980000027014

March 16, 1998

Florida Secretary of State
Division of Corporations
Corporate Records Bureau - New Filings
P.O. Box 6327
Tallahassee, Florida 32314

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-03/20/98--01038--004
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Re: Academic Specialists, Inc.

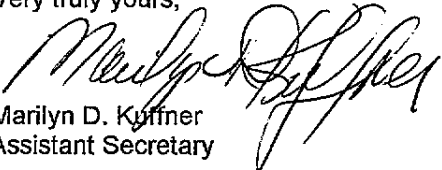
To Whom It May Concern:

Enclosed please find two executed originals of Articles of Incorporation for Academic Specialists, Inc. Please return a Certified Copy of the Articles of Incorporation and a Certificate of Good Standing to the undersigned. Enclosed is a check, payable to the Florida Department of State in the amount of \$131.25, in payment of the filing fees for this service. For your convenience, I have enclosed a stamped, self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Thank you for your prompt attention to this matter.

Very truly yours,


Marilyn D. Kufner
Assistant Secretary

/mdk

cc: Ms. Bernice Gaipman

Dmc
3/24/98

FILED
98 MAR 20 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACADEMIC SPECIALISTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is ACADEMIC SPECIALISTS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 131 Holderness Drive, Longwood, Florida 32779.

ARTICLE III

This Corporation is authorized to issue an aggregate total of One Thousand (1,000) shares, all of which shall be designated Common Stock, having a par value of \$.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 131 Holderness Drive, Longwood, Florida 32779, and the name of its registered agent at such office is Bernice Gaipman.

ARTICLE VI

The Corporation's Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.


ARTICLE VII

The name of the Incorporator is Bernice Gaipman and the address of the Incorporator is 131 Holderness Drive, Longwood, Florida 32779.

ARTICLE VIII

This Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of March, 1998.


Bernice Gaipman, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Academic Specialists, Inc. hereby accepts such designation and is familiar with, and accepts the obligations of such position, as provided in Florida Statutes §607.0505


Bernice Gaipman

Dated: March 16, 1998

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TALLAHASSEE, FLORIDA