



Associates Accounting & Tax Services, Inc.

1881 NE 26 Street • Wilton Plaza • Suite 218 • Box D-10 • Wilton Manors, Florida 33305

MAILING ADDRESS: P.O. Box 590910 • Fort Lauderdale, Florida 33359-0910

Office: (954) 568-4443 • Fax: (954) 568-4469 • TDD: (954) 568-4457 • Toll Free: 800-870-6540

P98000052792

CATHERINE CORSO, Pres.
Treasurer
Financial Controller

Date: June 8, 1998

Florida Division of Corporations
P.O. Box 6327
Tallahassee FL 32314
ATTN: Corporate Filing Section

100002554661--4
-06/10/98--01048--019
****122.50 ****122.50

Dear Agents:

Enclosed you will find the Articles of Incorporation and filing fees for:

STUDENT SUCCESS SYSTEMS, INC.

Please file this corporation as soon as possible.

Return these documents to our office address:

ASSOCIATES ACCOUNTING AND TAX SERVICES, INC.
1881 NE 26 STREET
WILTON MANORS FL 33305

send to here
not P.O. box.

If you have any questions, please call us at (954) 568-4443.

Thank you.

Very truly yours,

[Handwritten signature]

Catherine Corso

Cathy GAVE
AUTHORIZATION BY PHONE TO
CORRECT wt. IV.
DATE 6/12/98
DOC. EXAM. TA

FILED
98 JUN 10 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/12/98

**ARTICLES OF INCORPORATION
OF**

STUDENT SUCCESS SYSTEMS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

STUDENT SUCCESS SYSTEMS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred Dollars (\$100.00).

ARTICLE IV. ADDRESS

The street address and the mailing address of the initial registered office of the corporation shall be:

Street Address: 10731 N. W. 24 Street, Coral Springs, Florida 33065
Mailing Address: 10731 N. W. 24 Street, Coral Springs, Florida 33305

and the name of the initial registered agent of the corporation at that address is:

DEBORAH A. RONDEAU: 10731 N. W. 24 Street, Coral Springs, Florida 33305

** The Principal Office is the same as the Registered Office.
page one of four pages

98 JUN 10 AM 10:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially.

The name and street address of the initial member of the Board of Directors is:

PETER G. RONDEAU, 10731 N. W. 24 Street, Coral Springs, Florida 33065

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

PRESIDENT: PETER G. RONDEAU, 10731 N. W. 24 Street, Coral Springs, Florida 33065

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

PETER G. RONDEAU, 10731 N. W. 24 Street, Coral Springs, Florida 33065
DEBORAH A. RONDEAU, 10731 N. W. 24 Street, Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this, the 2nd day of JUNE, 1998.

Peter G. Rondeau
Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of
June, 1998, by PETER G. RONDEAU, who is personally known to
me and who did take an oath.

Catherine Corso
NOTARY
CATHERINE CORSO

SEAL OFFICIAL NOTARY SEAL
CATHERINE CORSO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC605633
MY COMMISSION EXP. DEC. 5, 2000

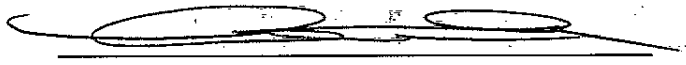
My commission expires

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this, the 2nd day of June, 1998.


Subscriber DEBORAH A. RONDEAU

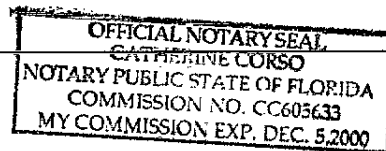
STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of
June, 1998, by DEBORAH A. RONDEAU, who is
personally known to me and who did take an oath.


NOTARY

CATHERINE CORSO

SEAL



My commission expires

**CERTIFICATE AND ACKNOWLEDGMENT
OF
REGISTERED AGENT**

FILED
98 JUN 10 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Registered Agent of:

STUDENT SUCCESS SYSTEMS, INC.

Pursuant to Florida Statutes sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Article of Incorporation

at: 10731 N. W. 24 Street, Coral Springs, Florida 33065

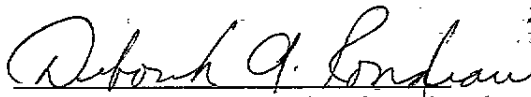
has named DEBORAH A. RONDEAU

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, with which I am familiar, at the place designated in the certificate, I do hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

DATE: 6/2/98


Registered Agent Deborah A. Rondeau

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of June, 1998, by DEBORAH A. RONDEAU, personally known to me and who did take an oath.


Notary CATHERINE CORSO

My commission expires:

Seal
OFFICIAL NOTARY SEAL
CATHERINE CORSO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC605633
MY COMMISSION EXP. DEC. 5, 2000