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JAY E. KREUTZER, ESQ.
OF COUNSEL

May 20, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

Re: Professional Education Management, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and a check in the amount of \$122.50.

Please file and return a clocked in copy as well as the Corporate documents in the enclosed self addressed stamped envelope.

Thank you for your cooperation.

Very truly yours,

LAW OFFICES OF FRANKLIN D. KREUTZER



JAY E. KREUTZER
Of Counsel

JEK/rc

cc: Mr. Michael Exelbert

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Rec'd
8/15/98

ARTICLES OF INCORPORATION OF
PROFESSIONAL EDUCATIONAL MANAGEMENT, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: PROFESSIONAL EDUCATIONAL MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office or mailing address of the corporation shall be: 3041 N.W. 7th Street, Miami, Florida 33125.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the members of the initial registered agent and the initial registered office shall be:

Franklin D. Kreutzer, 3041 N.W. 7th Street, Suite 100, Miami, Florida 33125.

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows: Michael M. Exelbert, 3041 N.W. 7th Street, Miami, Florida 33125.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida for uses and purposes aforesaid, this 20 day of May, 1998.


MICHAEL M. EXELBERT

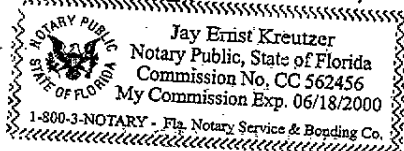
I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


FRANKLIN D. KREUTZER

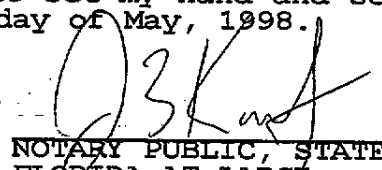
STATE OF FLORIDA)
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared MICHAEL M. EXELBERT and FRANKLIN D. KREUTZER who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who both freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 20 day of May, 1998.



My Commission Expires:


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

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