

JAMES A. MONTGOMERY

442 W. KENNEDY BLVD.

SUITE 200

TAMPA, FLORIDA 33606

727-542-1116

8/12/99

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

STATE SECRETARY
TALLAHASSEE, FLORIDA

99 AUG 17 PM 4:50

FILED

Re: Articles of Incorporation
International Institutes for Continuing Education, Inc.

Dear Secretary:

I enclose herewith an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

| | |
|----------------------|---------|
| Filing fee | \$35.00 |
| Registered Agent fee | 35.00 |

\$70.00

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-08/17/99--01047--002
*****70.00 *****70.00

Please file the Articles of Incorporation and return a copy to this office.

Very truly yours,



James A. Montgomery

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL INSTITUTES FOR CONTINUING EDUCATION, INC.

The undersigned hereby organize a corporation for profit under the provisions of the Florida General Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

International Institutes for Continuing Education, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of common stock with zero par value.

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STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Preferences, Privileges, Restrictions and Rights

Each share of common stock confers the same rights and privileges as conferred by all other shares of common stock.

ARTICLE VI

Preemptive Rights

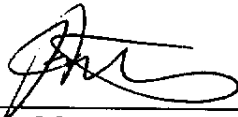
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 442 W. Kennedy Blvd., Suite 200, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is: James A. Montgomery.

I hereby am familiar with and accept the duties and responsibilities as registered agent for International Institutes for Continuing Education, Inc.



James A. Montgomery

ARTICLE VIII

Principal Office and Mailing Address

The street address of the principal office and mailing address of the corporation is:

International Institutes for Continuing Education, Inc.
442 W. Kennedy Blvd.
Suite 200
Tampa, Florida 33606

ARTICLE IX

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial director of this corporation are:

NAME

ADDRESS

James A. Montgomery

1550-F3 McMullen Booth Rd.
No. 208
Clearwater, FL 33759

Judy Smith

7024 Trysail Circle
Tampa, FL 33607

ARTICLE X

Indemnification

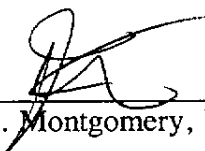
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

The undersigned subscriber hereby executes these Articles of Incorporation, this 12th. day of August, 1999.



James A. Montgomery, Incorporator