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P99 000105016

December 3, 1999

HAND DELIVERY

DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399

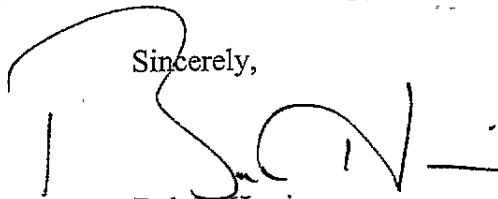
RECEIVED
99 DEC -3 PM 3:25
TALLAHASSEE, FLORIDA

Re: RGM Group, Inc.

Dear Sir:

Please return to the address above a true and certified copy. Thank you for your assistance.

Sincerely,



Bob L. Harris

APPROVED
AND
FILED
99 DEC -3 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLH/sw
Enclosure

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ARTICLES OF INCORPORATION

OF

RGM GROUP, INC.

APPROVED
AND
FILED
99 DEC -3 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporated and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: RGM Group, Inc. (hereinafter called the "Corporation").

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The principal place of business and mailing address of this corporation shall be: 2845 Coral Way, Miami, Florida 33145.

ARTICLE IV.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business, including but not limited to the operation of a postsecondary school within the meaning and intent of section 246.203(1), F.S.

(2) Said corporation shall further have powers: To have perpetual succession by its corporate name; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of

all or any part of its property and assets; To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute, section 607.141; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any and all lawful business which the board of directors shall find will be in assistance of governmental policy; To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its directors, officers, and employees of its subsidiaries; To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise; To have and exercise all powers necessary of convenient to effect its purposes; To indemnify any person who by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute section 607.014;

ARTICLE V.

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one-hundred (100) shares, having an individual par value of twenty dollars (\$20.00). Unless otherwise stated in these articles, or in an amendment of these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI.

The name and street address of the initial Registered Agent of this corporation shall be:

Mario Alberto Rodriguez
2845 Coral Way
Miami, Florida 33145

ARTICLE VII

The initial Board of Directors shall consist of a total of three persons and the name and address of the persons who are to serve as initial directors are:

Mario Alberto Rodriguez
2845 Coral Way
Miami, Florida 33145

Gretchen Galindo
2845 Coral Way
Miami, Florida 33145

Reinaldo Suarez
2845 Coral Way
Miami, Florida 33145

The name and address of the incorporator executing these Articles of Incorporation is:

Mario Alberto Rodriguez
2845 Coral Way
Miami, Florida 33145

The undersigned has executed these Articles of Incorporation this 29 day of NOV. 1999.



Mario Alberto Rodriguez, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of RGM Group, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 29 Day of November, 1999.

By: 
Mario Alberto Rodriguez

APPROVED
AND
FILED
99 DEC -3 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA