ARTICLES OF INCORPORATION
OF
EDP COLLEGE OF PUERTO RICO, INC.

We, the undersigned, desiring to form a corporation for the transaction of the business and the promotion and conduct of the objects and purposes herein after stated, under the provisions and subject to the requirements of the Laws of the Commonwealth of Puerto Rico, and particularly the "General Corporation Law for the Commonwealth of Puerto Rico" approved on January 9, 1956, as amended, do make and file these Articles of Incorporation and do hereby certify:

FIRST: The name of the Corporation is: E D P COLLEGE OF PUERTO RICO, INC.

SECOND: The principal office of the Corporation in the Commonwealth of Puerto Rico is located at Piña 183 Millaville, Rio Piedras, San Juan, P.R. but the Corporation, may, however establish branch offices, agencies or other offices in Puerto Rico or elsewhere. The name of the resident agent of the Corporation whose address is that of the principal office of the Corporation stated above is JOSE R. RIOS GARAU.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on are:

1. To engage in the promotion of Higher Education and in the training and teaching, by lecturing or in any way whatsoever, of the techniques of Electronic Data Processing, Programming, and of any and all legitimate activities of any kind whatsoever directly or indirectly related or connected with Electronic Data Processing; To issue Diplomas or Certificates upon satisfactory completion of the different courses of instruction prescribed by the Faculty of the Institution for the different Degrees that said Faculty may confer; and to instruct and teach any legitimate and legal activity of any kind whatsoever capable of being taught or taught to human beings, whether or not related to Electronic Data Processing.

2. The corporation shall not be authorized, as respects real
property located within the Commonwealth of Puerto Rico, to conduct
the business of buying and selling real estate, and shall, in all
other respects, be subject to the provisions of Section 14 of
Article VI of the Constitution of the Commonwealth of Puerto
Rico.

3.- Subject to the limitation referred to in paragraph (2)
two, of this Article Fourth, to purchase, lease or otherwise acquire,
to hold, own, use, develop, maintain, manage and operate, and to
sell, transfer, lease, assign, convey, exchange or otherwise turn
to account or dispose of, and otherwise deal in and with such real
property, whether located within the Commonwealth of Puerto Rico
or elsewhere, as may be necessary or convenient in connection with
the business of the Corporation, and personal property, tangible or
intangible without limitation.

4.- To make, manufacture, produce, prepare, process, purchase
or otherwise acquire, and to hold, own, use, sell, import, export,
dispose of or otherwise trade or deal in and with, machines,
machinery, appliances, apparatus, goods, wares, products and
merchandise or every kind, nature and description, and in general
to engage or participate in any construction or other business
of any kind or character whatsoever, whether or not related to,
conducive to, incidental to, or in way connected with the above
business.

5.- To acquire and undertake all or any part of the business
assets and liabilities or any person, firm, association or corpora-
tion on such terms and conditions as may be agreed upon, and to
pay for the same in cash, property or securities of the Corporation,
or otherwise, and to conduct the whole or any part of any business
thus acquired, subject only to the provisions of the Laws of the
Commonwealth of Puerto Rico.

6.- To purchase, lease, construct or otherwise acquire,
and to hold, own, use, maintain, manage and operate, buildings,
factories, plants, laboratories, installations, equipment,
machinery, pipe lines, rolling stocks, and other structures,
facilities and apparatus of every kind and description, used or
useful in the conduct of the business of the Corporation; to
purchase, lease, construct, or otherwise acquire, and to hold, own, use, maintain, manage and operate dwelling houses and other building at or near the place of business of the corporation for the purposes of furnishing housing and other convenience to employees of the Corporation and others.

7.- To enter into, make, perform and carry out contracts of every kind and description, not prohibited by Law, with any person, firm, association, corporation or governmental body; and to guarantee the contracts or obligations, and the payment of interest or dividends on securities of any other person, firm, association, corporation or governmental body; to lend its uninvested funds from time to time, to whom, and on such terms as the Board of Directors of the Corporation may determine, to borrow money for any of the purposes of the Corporation, from time to time, without amount limitation and, on such terms and conditions as the Board of Directors of the Corporation may determine; to merge into, merge into itself or consolidate with, and to enter into agreements and cooperative relations, not contrary to Law, with any person, firm, association or corporation.

8.- To purchase, or otherwise acquire and to hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities as may be permitted by the Laws of the Commonwealth of Puerto Rico; shares of its own capital stock so purchased or held shall not be voted and shall not be entitled to dividends during such period as held by the Corporation.

9.- To such extent as a corporation organized under the Laws of the Commonwealth of Puerto Rico may now or in the future Lawfully do, to do, either as principal or agent and either alone or through subsidiaries or in connection with other persons, firms, associations or corporations, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident, to the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of
the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or in the future, be organized to do or to exercise under the Laws of the Commonwealth of Puerto Rico.

The foregoing provisions shall be understood as general object, purposes and powers, and shall not be held as a limitation or restriction in any manner of the powers of the corporation permitted by law.

The corporation is to be carried on for pecuniary profit.

FIFTH: The capital stock of the Corporation shall consist of 250,000 shares of Common Stock of the par value of $1.00 per share.

The minimum amount of capital with which the corporation will commence business is $1,000.00 which may be represented by cash or property.

SIXTH: The name and addresses of the incorporators are as follows:

Ing. Aníbal Nieves Nieves  
Calle Piña # 183 Millaville,  
Rio Piedras, P.R. San Juan P.R.

Sra. Gladys T. Vázquez  
Calle Piña # 183 Millaville, R.P.

Dr. José R. Rios Garau

SEVENTH: The management of the business and the conduct of the affairs of the Corporation shall be the responsibility of its Board of Directors. The number of Directors, none of which need be as stockholder, shall be fixed by, or in the manner provided in, The By Laws, but in no case there shall be less than three directors. Meetings of the Board of Directors may be held within or without the Commonwealth of Puerto Rico, as shall be specified in the respective notices thereof.
The Board of Directors shall make alter and repeal the By-Laws of the Corporation, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

The powers and authorizations of the Board of Directors in addition to those conferred by the Laws of the Commonwealth of Puerto Rico and subject at all times to the provisions thereof, shall be set forth in the By-Laws of the Corporation.

EIGHTH: The corporation reserves the right to amend, alter or repeal any of the provisions of this Certificate of Incorporation to the extent, and in the manner prescribed by the Laws of the Commonwealth of Puerto Rico.

NINTH: Restriction on Right of Transfer: A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the Corporation stating the terms of sale. The Corporation shall have the exclusive right and option to purchase said shares at a price equal to the terms of sale. The Corporation shall have the exclusive right and option to purchase said shares at a price equal to the terms of sale, within ten days after such offer is filed with the secretary, if the Corporation fails to exercise the right to purchase, the stockholders may within ten days purchase the same on a pro rata basis. In the event any shareholder does not exercise the right to purchase his portion of the share, the remaining shareholders may do so on a pro rata basis. After the expiration of the above terms the shareholder shall be free to transfer, alienate, or otherwise dispose of such shares without many restriction whatsoever.

We, the undersigned, sign and subscribe the foregoing Certificate of Incorporation at San Juan, Puerto Rico, this the day of March, 1969.

[Signatures]

Gladys T. Vázquez

Dr. José R. Ríos Carau

[Signature]

Subscribed and sworn to, before me: by Aníbal Nieves and Gladys T. Vázquez, both of legal age, married to each other, both employees and residents of Rio Piedras, San Juan, Puerto Rico; and, by Dr. José R. Ríos Garau, of legal age, married employee, and resident of San Juan, Puerto Rico; the first two personally known to me, and the last one of whose knowledge I have ascertained myself by the presentation made by the first two, to wit, Mr. Aníbal Nieves and Mrs. Gladys T. Vázquez, both of whom assure me that they personally know the said Dr. José R. Ríos Garau.

At San Juan, Puerto Rico, on this the third day of March, 1969.

A. VALENTIN ADAMES
NOTARY PUBLIC