



CERTIFICATE OF INCORPORATION
OF

R. & E. ENTERPRISES, INC.

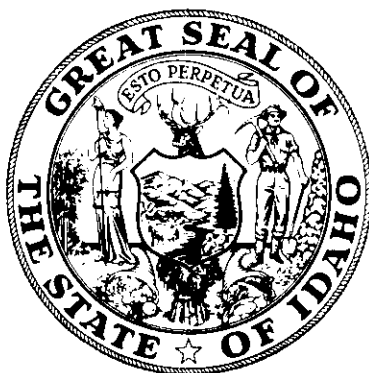
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

R. & E. ENTERPRISES, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received
in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **December 14, 1984**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

94 DEC 14 AM 8 41

ENTERPRISES, INC. in conformity with the laws of the State of Idaho, and by virtue of the laws of the State of Idaho for the formation of private corporations, signing these ARTICLES OF INCORPORATION in triplicate;

States of America do hereby subscribe hereon for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho for the formation of private corporations, signing these ARTICLES OF INCORPORATION in triplicate;

ARTICLE I

The name of this corporation shall be:
R. & E. ENTERPRISES, INC.

ARTICLE II

The nature of the business of the corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are:

(a) To engage in the activity of establishing a proprietary school which shall specialize in the training of persons to prepare them for careers in banking and other financial service businesses.

(b) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation from time to time to vary any investment or employment of capital of the corporation.

(c) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount; and to secure the same by mortgage,

pledge, or other wise; and generally to make and perform agreements and contracts of every kind and description.

14 8 MA 11 230 100
(d) To the same extent as natural persons might or could do, to purchase or otherwise acquire; and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and ~~interests~~ in real property; any personal or mixed property, any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(e) To apply for, obtain, register, purchase, lease for or otherwise to acquire and to hold, own, use, develop, operate and introduce; and to sell, assign, grant licenses or territorial rights in respect to or otherwise to turn to account or dispose of any copyrights, trademarks, tradenames, brands, labels, patent rights, letters patent of the United States or of any other country or governmently inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

(f) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof; provided, the same be not inconsistent with the laws under which this corporation is organized.

(g) To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held on in any manner guaranteed by this corporation, or in which this corporation is in any way interested; and to any other acts or things designed for any such purpose; and while owner of such stocks, bonds or other obligations to exercise all the rights, powers and voting powers thereon; to guarantee the payment of dividends on any stocks or the principal or interest or both of any bonds or other obligations, and the performance of any contracts.

(h) The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinbefore set forth, and it shall have power to conduct and carry on its said business or any part thereof, and to have one or more offices; and to exercise any or all of its corporate powers and rights in the State of Idaho, and in the various other states, territories, colonies, and dependencies of the United States, in the District of Columbia and in all or any foreign countries.

(1) The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes, and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Idaho now or hereafter in effect or implied by the reasonable construction of said laws.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The office and principle places of business of this corporation shall be: 3881 Constitution Way, Boise, Ada County, Idaho.

ARTICLE V

The capital stock of this corporation shall consist of One Hundred Thousand (100,000) shares of nonpar, non-assessable common stock. To the best of the knowledge of the undersigned it is their belief that the value of the assets received and to be received for the issuance of the nonpar stock will not exceed Fifty Thousand Dollars (\$50,000.00).

ARTICLE VI

The amount of paid in capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00) which shall be paid in cash or other property taken at fair valuation.

ARTICLE VII

The Directors who shall manage the affairs of this corporation shall be two (2) in number, or at the will of the majority of the shareholders consist of any number not less than two (2) nor more than nine (9). All Directors shall be elected by the shareholders as provided by law.

The directors herein named shall manage the affairs of the corporation until the first Monday in January 1985 and thereafter until their successors are elected and qualify. The names and post office addressess of the first Directors are as follows:

Eva Glover
3881 Constitution Way
Boise, Idaho 83706

Richard Glover
3881 Constitution Way
Boise, Idaho 83706

ARTICLE IX

The registered agent for R. & E. Enterprises, Inc. shall be Eva Glover, 3881 Constitution Way, Boise, Idaho.

ARTICLE X

The Board of Directors of this corporation shall have the authority to make and alter By-Laws not inconsistent with the law of the State of New York, and subject to the power of the shareholders to change or repeal such By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands and seals.

this 18 day of December 1984.


Eva Glover

SECRETARY

The undersigned, being the principal officers of this corporation, do hereby certify that the foregoing is a true and correct copy of the By-Laws of this corporation.

WITNESSES

The undersigned, being the principal officers of this corporation, do hereby certify that the foregoing is a true and correct copy of the By-Laws of this corporation.

WITNESSES

The undersigned, being the principal officers of this corporation, do hereby certify that the foregoing is a true and correct copy of the By-Laws of this corporation.

ARTICLE XI

The directors of this corporation shall manage the affairs of this corporation and shall have the authority to make and alter By-Laws not inconsistent with the law of the State of New York, and subject to the power of the shareholders to change or repeal such By-Laws.

The undersigned, being the principal officers of this corporation, do hereby certify that the foregoing is a true and correct copy of the By-Laws of this corporation.

WITNESSES

WITNESSES

WITNESSES

The undersigned, being the principal officers of this corporation, do hereby certify that the foregoing is a true and correct copy of the By-Laws of this corporation.