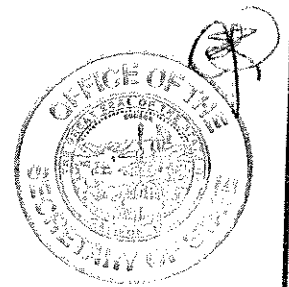


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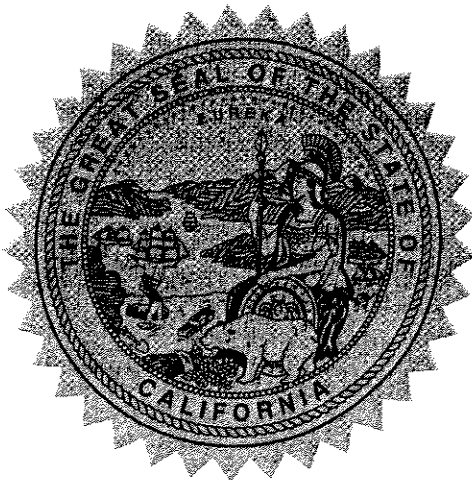
State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 18 2002

Bill Jones

Secretary of State

ARTICLES OF INCORPORATION

OF

ALLIANT INTERNATIONAL UNIVERSITY

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 14 2002

BILL JONES, Secretary of State

1. The name of the corporation is: Alliant International University.
2. (a) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

(b) This corporation is organized exclusively for public, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States internal revenue law. The specific purpose of this corporation is to operate a multi-campus post secondary school and university with instruction and programs in the fields of psychology, business, liberal studies, education and other subjects.

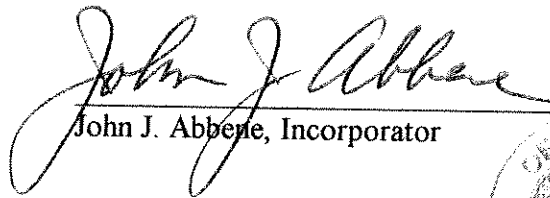
(c) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).
3. The name and address of the corporation's initial agent for service of process is:

John J. Abbene
1010 Second Avenue, Suite 2200
San Diego, CA 92101
4. (a) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(b) The property, assets, profits and net income of this corporation are dedicated irrevocably to the purposes set forth in Article 2 above, and no part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, or members or to the benefit of any private individual.

(c) Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a non profit fund, foundation or corporation, which is organized and operated exclusively for public, charitable, scientific, literary or educational purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Code (or corresponding provisions of any future federal internal revenue law).

Dated: March 14, 2002



John J. Abbene, Incorporator

