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ACCOUNT NO. : 072100000032

REFERENCE : 666291 4814048

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizit

ORDER DATE : April 18, 2000

ORDER TIME : 10:23 AM

ORDER NO. : 666291-005

100003212711-9

CUSTOMER NO: 4814048

CUSTOMER: Aimee Williams, Legal Asst
WALLER & LANSDEN
WALLER & LANSDEN
511 Union Street
Suite 2100
Nashville, TN 37219-1760

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 18 PM 1:53

DOMESTIC FILING

NAME: OCA TRAINING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
00 APR 18 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JW
4/18/00

ARTICLES OF INCORPORATION
OF
OCA TRAINING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 18 PM 1:53

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is OCA Training, Inc.

SECOND: The principal place of business and mailing address of the Corporation is 3850 N. Causeway Boulevard, Suite 990, Metairie, Louisiana 70002.

THIRD: The number of shares that the corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Comany.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

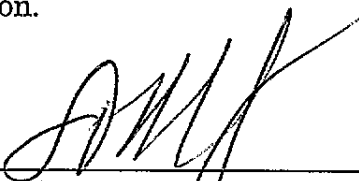
FIFTH: The name and the address of the incorporator is Donald R. Moody, Esq., 511 Union Street, Suite 2100, Nashville, Tennessee 37219.

SIXTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested

directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

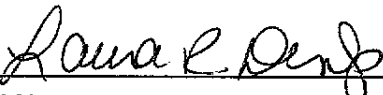
Dated this ___ day of April, 2000.



Donald R. Moody, Esq.
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: _____
Title: Laura R. Dunlap
as its agent

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