

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH

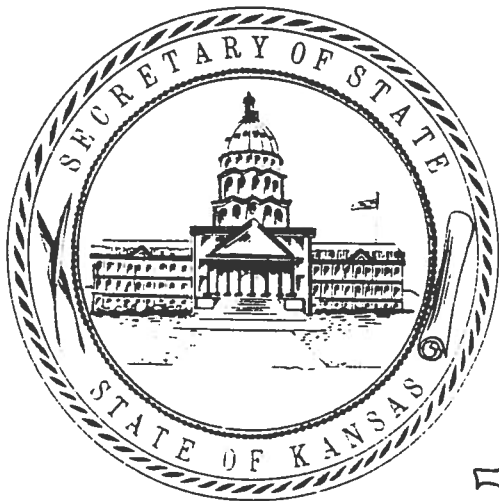


To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas,
do hereby certify that the attached is a true and correct
copy of an original on file and of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to
be affixed my official seal. Done
at the City of Topeka, this day,
September 29, 1997



A handwritten signature in cursive script that reads "Ron Thornburgh".

RON THORNBURGH
SECRETARY OF STATE

5 pages are attached to this certification.

INTERNATIONAL ASSEMBLY FOR COLLEGIATE BUSINESS EDUCATION

ARTICLES OF INCORPORATION

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas.

ARTICLE FIRST

The name of this corporation is International Assembly for Collegiate Business Education.

ARTICLE SECOND

The location of its registered office in this state is 12018 Connell Drive, Overland Park, Johnson County, Kansas, 66213, and the resident agent at this address is John L. Green.

ARTICLE THIRD

This corporation is organized not for profit and the object and purposes to be transacted and carried on are:

1. To provide a national and international forum to discuss issues pertinent to business education in a complex and changing environment.
2. To establish national standards for academic achievement in business education without limiting the freedom of an institution.
3. To assist member institutions in the improvement of their professional business programs through accreditation.
4. To encourage member institutions to establish evaluation procedures to further the achievement of excellence in teaching.
5. To maintain a continuing relationship with individuals and groups concerned with fostering the effectiveness of business education, including business and industry, government agencies, professional associations, and others.
6. To provide information to member institutions and the public concerning issues relevant to business education.
7. To foster innovation and creativity in the education of business students.

8. To offer workshops, consultants, and publications which will assist business programs to achieve accreditation.

Provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

a. This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as an organization described in the Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

b. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

c. No compensation or payments shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

9. Upon the dissolution of this corporation, the governing body shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOURTH

The corporation will not have authority to issue capital stock, and the conditions of membership shall be fixed by the Bylaws.

ARTICLE FIFTH

The Board of Directors shall have all powers granted by Kansas law and statutes.

ARTICLE SIXTH

No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provision of K.S.A. 17-6424 and any amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this article shall apply to or have any affect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date when such provision becomes effective.

ARTICLE SEVENTH

This term for which this corporation is to exist is perpetual.

ARTICLE EIGHTH

No member of this corporation shall benefit financially from the dissolution thereof. In the event of dissolution of this corporation, the assets of this corporation shall be distributed as set forth in Article Third hereof.

ARTICLE NINTH

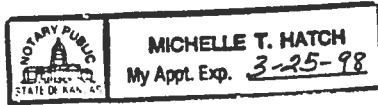
The name and residence of the sole incorporator is:

John L. Green, Jr.
12018 Connell Drive
Overland Park, KS 66213

ARTICLE TENTH

The number of directors may be increased or decreased from time to time by amendment of the Bylaws.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal
the day and year last above written.



Michelle T. Hatch
NOTARY PUBLIC

My appointment expires:

3-25-98