

F 12000000142

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

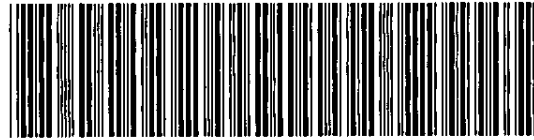
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EXAMINER



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 11 AM 9:37



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 036065 8941A
AUTHORIZATION *[Signature]*
COST LIMIT \$ 70.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 11 AM 9:37

ORDER DATE : December 22, 2011
ORDER TIME : 11:24 AM
ORDER NO. : 036065-005
CUSTOMER NO: 8941A

FOREIGN FILINGS

NAME: LEARSHARES 31, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED STATE SECRETARY OF CORPORATIONS
12 JAN 11 AM 9:37
DIVISION OF CORPORATIONS

1. Learshares 31, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 2, 2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3411 Silverside Road, Wilmington, DE 19810
(Principal office address)

3411 Silverside Road, Wilmington, DE 19810
(Current mailing address)

8. Any legal business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Bruce D Green

Office Address: 1313 S. Andrews Avenue

Fort Lauderdale, Florida 33316
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Andres Sotillo

Address: c/o 1313 S. Andrews Avenue, Fort Lauderdale FL 33316

Director: _____

Address: _____

B. OFFICERS

President: Andres Sotillo

Address: c/o 1313 S. Andrews Avenue, Fort Lauderdale, FL 33316

Vice President: _____

Address: _____

Secretary: _____

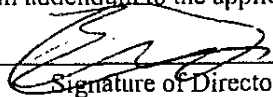
Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____



Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Brigido Natera as attorney-in-fact for Andres Sotillo

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEARSHARES 31, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LEARSHARES 31, INC." WAS INCORPORATED ON THE SECOND DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3810444 8300

111310948

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9239996

DATE: 12-19-11

January 10, 2012

To: State of Florida
Division of Corporations

Re: Learshares 31, Inc.

Please accept this letter as confirmation that the above named company as filed in Florida has been dissolved, and that the Articles of Dissolution will not be revoked.

Please proceed with processing of our Application by foreign corporation for authorization to Transact business in Florida.

Thank you for your prompt attention to this matter.

Learshares 31, Inc.

By:

A handwritten signature in black ink, appearing to be a stylized name, written over a horizontal line.