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CERTIFICATE OF STATUS REPORT **

AS OF DEC 04 2008 4:06 PM PAGE. 01

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National Center for Excellence in Early Education

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December 11, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JAM MARK LIMITED

SUBJECT: NATIONAL CENTER FOR EXCELLENCE IN EARLY EDUCATION, INC.
REF: W08000055134

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**ARTICLES OF INCORPORATION
OF
NATIONAL CENTER FOR EXCELLENCE
IN EARLY EDUCATION, INC.**

The undersigned, acting as the Incorporator of NATIONAL CENTER FOR EXCELLENCE IN EARLY EDUCATION, INC. under Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be NATIONAL CENTER FOR EXCELLENCE IN EARLY EDUCATION, INC. (the "Corporation").

ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation shall be:

350 SW 32nd Road
Miami, FL 33124

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

A. This corporation is organized and shall operate exclusively for educational, cultural and charitable purposes to elevate the quality of early care and education. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

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B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V
ELECTION OF DIRECTORS/OFFICERS

The directors and officers of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation. The directors and officers of the Corporation shall be:

Harve Mogul – Chair Director
Claudia Grillo – Vice-Chair Director

Carlos Molina – Director and Treasurer
Tammy Klinger – Director and Secretary

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ARTICLES VI
LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except that no part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE VII
INCORPORATOR


The name and address of the Incorporator is:

Mauricio D. Rivero
701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE VII
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 11880 Prosperity Farms Road, #21E, Palm Beach Gardens, FL 33410. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process is Corporate Creations Network Inc.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 4th day of December, 2008.



Mauricio D. Rivero,
Incorporator

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That NATIONAL CENTER FOR EXCELLENCE IN EARLY EDUCATION, INC.
desiring to organize under the laws of the State of Florida, has named
Corporate Creations Network Inc. as its agent to accept service of process within this state.

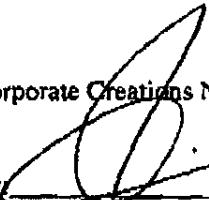
ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced
Corporation at 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410, the
undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of
all statutes relative to the proper and complete performance of the duties of a registered
agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 4th day of December, 2008.

Corporate Creations Network Inc.

By



Jim Perkins, Vice President

Jim Perkins, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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