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Wednesday, August 26, 1998

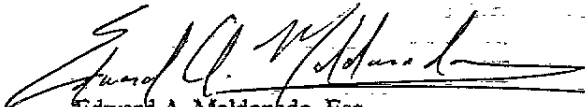
From: Edward A. Maldonado, Esq.
Estrada, Darcy & Maldonado, PA
5200 SW 8th Street, Suite 200
Coral Gables, FL 33134
365 443-4436
To: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To whom it may concern,

Enclosed are the Articles of incorporation for Learning Through Movement along with a check for registration, appointment of registered agent, and certified copies. Should there be any questions as to this registration please contact me at the above address.

Very Truly Yours,
For the Firm


Edward A. Maldonado, Esq.

98 AUG 28 AM 11:30
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-21-98

Edward Maldonado GAVE
AUTHORIZATION BY PHONE TO
CORP. Eff. Date 8-21-98
DATE 9-1-98
DOC EXAM CB

CB
9-1-98
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FILED
98 AUG 28 AM 11:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

LEARNING THROUGH MOVEMENT, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **LEARNING THROUGH MOVEMENT, INC.**

EFFECTIVE DATE
8.21.98

ARTICLE II

The existence of the corporation shall begin on **August 21, 1998**

ARTICLE III

The street address of the principal office of the Corporation is 7460 S.W. 141st Street, Miami, Florida 33158.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The division of shares shall be as follows:

Celso Ferreira-Alves	Five Hundred (500) Shares
Elizabeth Ferreira-Alves	Five Hundred (500) Shares

ARTICLE V

The initial street address of the Corporation's registered agent is 7460 S.W. 141st Street, Miami, Florida 33158. The initial registered agent for the Corporation at that address is Celso Ferreira-Alves.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Celso Ferreira-Alves	7460 S.W. 141 st Street, Miami, Florida 33158
Elizabeth Ferreira-Alves	7460 S.W. 141 st Street, Miami, Florida 33158

ARTICLE VII

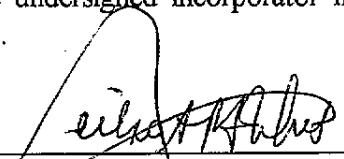
The name and street address of the person signing these articles of incorporation is:

Name	Address
Celso Ferreira-Alves	7460 S.W. 141 st Street, Miami, Florida 33158

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 14th day of August 1998.

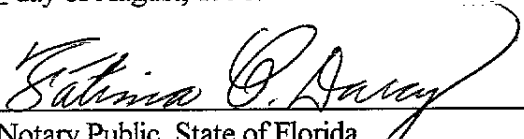


 Celso Ferreira-Alves
 Incorporator

STATE OF FLORIDA)
) SS: _____
 COUNTY OF MIAMI-DADE)

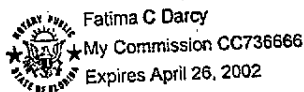
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared CELSO FERREIRA-ALVES, personally known to me or has produced as identification, to be the person who as the Sole Incorporator, executed the foregoing Articles of Incorporation of Learning Through Movement, Inc., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 14th day of August, 1998.



 Notary Public, State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Learning Through Movement, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

BY: 
Celso Ferreira-Alves

Date: August 14, 1998

FILED
98 AUG 28 AM 11:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA