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Florida Department of State
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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : GENESIS CONSULTING SERVICES, CORP.
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

LEARNING 1 TO 1, INC.

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| Estimated Charge | \$78.75 |

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J. Shivers AUG 18 2009

ARTICLES OF INCORPORATION

The undersigned incorporate, for the purpose of forming a corporation under the Florida Not for Profit Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

LEARNING 1 TO 1, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal places of business and mailing address of this corporation shall be:

2555 Collins Avenue # 2010
Miami Beach, FL 33140

ARTICLE III - PURPOSE(S)

The specific purpose for which the corporation is organized is to be organized exclusively for charitable, education and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law).

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

In accordance with section 617-0202(d) Florida Statutes:

The board of directors of the corporation shall have an Annual Business Meeting in which the directors are appointed and elected by vote. The affirmative votes of a number of directors at the time of this meeting must be equal to a majority of the number who constitute the full board of directors. The directors elected should have their mandate in force until the take over of the new director in the next Annual Business Meeting.

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ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Erika Twani Negry
2555 Collins Avenue # 2010
Miami Beach, FL 33140

ARTICLE VI - BOARD OF DIRECTORS

This time, the officers of the corporation will serve until the board designs others. The boards of directors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---|---|
| Julio L. Fontan President Director | 2555 Collins Avenue # 2010 Miami Beach, FL 33140 |
| Erika Twani Vice-President Director | 2555 Collins Avenue # 2010 Miami Beach, FL 33140 |
| Carlos E. Romero Gonzalez Treasurer Director | 2555 Collins Avenue # 2010 Miami Beach, FL 33140 |
| Maria C. de Bedout Zuluaga Secretary Director | 2555 Collins Avenue # 2010 Miami Beach, FL 33140 |

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII - EFFECTIVE DATE

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of

Incorporation, or in any amendment hereto, or to ad any provision in these Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the Provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto or granted subject to this reservation.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the board of Trustees 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 exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). And such assets not so disposed of shall be disposed of by the Circuit 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 XI - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

Erika Twani
2555 Collins Avenue # 2010
Miami Beach, FL 33140



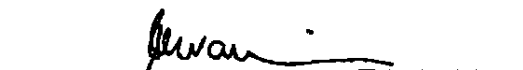
Erika Twani
Incorporator

BOARD OF DIRECTORS:




Julio L. Fontan
President
Director

Date: 31-Jul-09



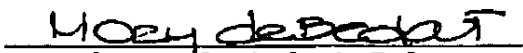
Erika Twani
Vice-President
Director

Date: 31-Jul-09



Carlos E. Romero Gonzalez
Treasurer
Director

Date: 31-Jul-09



Maria C. de Bedout Zuluaga
Secretary
Director

Date: 31-Jul-09

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

LEARNING 1 TO 1, INC.

2. The name and address of the registered agent and office is:

ERIKA TWANI
Registered Agent

2555 COLLINS AVENUE # 2010
Address

MIAMI BEACH, FL 33140
City - State - Zip

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(Signature)

07/31/2009
(Date)

DIVISION OF CORPORATIONS
P.O. BOX 6327, TALLAHASSEE, FL 32314