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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
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## From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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## FLORIDA NON-PROFIT CORPORATION

LEARN AMERICA INSTITUTE, INC.

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**ARTICLE OF INCORPORATION**  
**OF**  
**LEARN AMERICA INSTITUTE, INC.**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as the incorporator of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I: NAME**

The name of the Corporation shall be: LEARN AMERICA INSTITUTE, INC. hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address for the "Corporation" is 3972 N.W. 36<sup>th</sup> Street, Suite B, Miami, Fl 33142, in the City of Miami, County of Miami-Dade.

**ARTICLE III: DURATION**

The period of duration of the "Corporation" shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSES**

The "Corporation" is organized and operated exclusively for charitable, educational, cultural, health, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the "Corporation" shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501( c) (3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by contributions to which are deductible under Section 170 ( c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE V: RESTRICTIONS ON ACTIVITIES**

No substantial part of the activities of this "Corporation" shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this "Corporation" participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE VI: MEMBERSHIP**

The "Corporation" shall be a membership organization composed of those people hereinafter listed as the initial Board of Directors and all other persons or organization elected/selected for membership as provided in the bylaws.

**ARTICLE VII: REGISTERED OFFICE AND AGENT**

The "Corporation's" registered office shall be located at 3972 N.W. 36<sup>th</sup> Street Miami, Fl 33142, in the City of Miami, County of Miami-Dade, and Lardis Llamo is the Registered Agent of the Corporation at that address.

**ARTICLE VIII: BOARD OF DIRECTORS**

The initial Board of Directors shall consist of (3) persons. The number of Directors may be increased or decreased from time to time by an amendment to the by-laws; however, there shall never be less than three Directors. All Directors shall be selected as provided for in the bylaws.

**ARTICLE IX: OFFICERS**

The Officers of the "Corporation" shall be a President, Vice President, Secretary, Treasurer and such other Officers as may be provided by the bylaws.

**ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

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**ARTICLE X1: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The property of this "Corporation" is irrevocable dedicated to charitable, educational, cultural, health, and scientific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Office or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, cultural, health and scientific purposes, and which has established its tax status under Section 501 (c) (3) of the Internal Revenue Code.

H00000005493 2

ARTICLE X11: INCORPORATOR

The Incorporator of the "Corporation" is as follows:

LARDIS LLAMO

3972 N.W. 36<sup>TH</sup> Street  
Miami, Fl 33142

In witness whereof, I, Lardis Llamo, the undersigned incorporator to these  
Articles of Incorporation, have affixed his signature thereto on 2/3/00

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was sworn to before me this \_\_\_\_\_ day of  
January 2000, by \_\_\_\_\_, who  
personally appeared before me at the time of notarization, and who  
is personally known to me or has produced a Florida Driver's  
License as identification.

NOTARY PUBLIC:

SIGNATURE: \_\_\_\_\_

PRINT: \_\_\_\_\_

STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Sections 48.091 and 617.0501,  
Florida Statutes, the following is submitted in compliance with said Acts:

That LEARN AMERICA INSTITUTE, INC., desiring to organize  
under the laws of the State of Florida with its principal office, as  
indicated in the Article of Incorporation at the City of Miami, County of  
Dade, State of Florida, has named LARDIS LLAMO, located at 3972 N.W.  
36<sup>th</sup> Street Miami, Fl 331452 in the City of Miami, County of Miami-  
Dade, State of Florida, as its agent to accept service of process within  
this state.

-Acceptance of Agent-

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the provisions of  
said Act relative to keeping open said office.

BY: \_\_\_\_\_

DATED: 2/3/00

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