

**Electronic Articles of Incorporation
For**

N03000002931
FILED
April 07, 2003
Sec. Of State

MIAMI LEARNING CENTER, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MIAMI LEARNING CENTER, INC.

Article II

The principal place of business address:

1492 27 STREET
MIAMI, FL. US 33142

The mailing address of the corporation is:

1492 27 STREET
MIAMI, FL. US 33142

Article III

The specific purpose for which this corporation is organized is:

THE MIAMI LEARNING CENTER PROVIDES LOW COST TUTORING TO STUDENTS IN INNER CITY NEIGHBORHOODS WHO ARE WORKING BELOW GRADE LEVEL. OUR PURPOSE IS TO INCREASE THEIR OVERALL ACADEMIC PERFORMANCE.

Article IV

The manner in which directors are elected or appointed is:

2 YEAR ELECTION

Article V

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

DE CARLA M MCBEAN
1492 27 STREET
MIAMI, FL. 33142

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DE CARLA MCBEAN

Article VI

The name and address of the incorporator is:

DE CARLA MCBEAN
1492 27 STREET
MIAMI, FL 33142

Incorporator Signature: DE CARLA MCBEAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
DE CARLA M MCBEAN
1492 NW 27 STREET
MIAMI, FL. 33142 US

Title: VP
LINDA M CHUNG
1492 NW 27 STREET
MIAMI, FL. 33142 US

Title: SEC
HILDIE A COHEN
1492 NW 27 STREET
MIAMI, FL. 33142 US

Title: TR
DAVID P ESTRELLA
1492 NW 27 STREET
MIAMI, FL. 33142 US

Article VIII

The effective date for this corporation shall be:

05/01/2003