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TALLAHASSEE, FLORIDA

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5150 BELFORT ROAD SOUTH
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JACKSONVILLE, FLORIDA 32256

March 1, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

**Re: Incorporation of Learn and Become, Inc.
(A Florida not-for-profit corporation)**

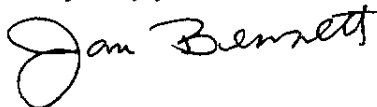
Dear Ladies/Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and Registered Agent Designation for the above-named corporation, along with a check in the amount of \$78.75 for the filing fee.

Please send us a certified copy of the Articles after they have been filed with the Department of State.

Thank you for your assistance in this matter.

Very truly yours,



Jan Bennett
Legal Assistant

/jb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEARN AND BECOME, INC.
(A Florida not-for-profit corporation)

ARTICLE I – PRINCIPAL OFFICE

The name and principal place of business and mailing address of this Corporation shall be:

Learn and Become, Inc.
1339 Summit Oaks Dr. E.
Jacksonville, FL 32221

ARTICLE II – PURPOSES

The specific purpose for which this Corporation is organized are:

- a. This Corporation is a not-for-profit corporation and is not organized for the private gain of any person. It is to exist and operate solely for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;
- b. To operate without regard to race, age, sex, religion or national origin;
- c. To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code;
- d. To provide educational opportunities to youth for the purpose of assisting them acquire the skills to receive a high school general equivalency diploma and counseling in life skills to enhance their abilities to succeed as productive members of society.

ARTICLE III – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof,

the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE IV – MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be in accordance with the provisions of the By-Laws of this Corporation.

ARTICLE V – BY-LAWS

The By-Laws of this Corporation may be made, altered, amended or rescinded from time to time, in whole or in part, by a majority vote of all members of the Board of Directors present at any regular meeting of the Board of Directors, or any special meeting of the Board of Directors called for that purpose.

ARTICLE VI – AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member of this Corporation. Such proposed amendment shall be submitted to the Board of Directors in writing, and when the same shall have received the approval of a majority of the members of the Board of Directors of this Corporation, such amendment shall become effective when filed and approved, in accordance with the provisions of Chapter 617, Florida Statutes, 2005, or other then applicable statutes and laws.

ARTICLES VII – INITIAL DIRECTORS AND OFFICERS

The initial number of directors shall not be less than three at any time. Until further amendment of the By-laws, the number of directors may vary from time to time between a minimum of three and a maximum of nine. The names and addresses of the initial directors are:

Lloyd Amor
1339 Summit Oaks Dr. E.
Jacksonville, FL 32221

Kenneth Davis
259 Dover Bluff Drive
Orange Park, FL 32073

Althea Newman
712 Altair Ave.
Ft. Meyers, FL 33911

ARTICLE VIII – ACTIVITIES

1. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

2. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including and publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX – COMPENSATION

1. Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, trustees or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

2. The majority of the Board of Trustees will not receive a salary in their capacity as trustees and will not be related to parties providing services to the organization or to recipients of assistance from the organization, that salaried personnel may not vote on their own compensation, and that all compensation decisions will be made by the Board of Trustees.

ARTICLE X – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. The Board of Trustees may authorize any officer or officers, agency or agents of the Corporation to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Where an officer/trustee/incorporator has a financial interest in property, that person will not represent this Corporation when negotiating agreements/contracts for use or sale of any such property.

2. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by each officer or officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Trustees.

3. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

4. The Board of Trustees may accept on behalf of the Corporation, any gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

5. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons.

ARTICLE XI - DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private person.

Upon dissolution of the Corporation, its assets remaining after payment of 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 religious, charitable and educational reasons under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas for the county in which the principal office of the organization or organizations, as said court shall determine which are organized and operate exclusively for such purposes.

ARTICLE XII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Jeffrey R. Ludwig
Ludwig & Associates, P.A.
5150 Belfort Rd. S., Bldg. 500
Jacksonville, FL 32256

ARTICLE XIII - INCORPORATOR


Lloyd Amor
1339 Summit Oaks Dr. E.
Jacksonville, FL 32221

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature / Registered Agent

3/01/06
Date



Signature / Incorporator

3/01/06
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA