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Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : GREENBERG, TRAUIG, HOFFMAN, ET AL.
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FLORIDA PROFIT/NON PROFIT CORPORATION

One Laptop Per Child Latin America, Inc.

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**ARTICLES OF INCORPORATION
OF
ONE LAPTOP PER CHILD LATIN AMERICA, INC.
(A Florida Corporation Not for Profit)**

**ARTICLE I
Name**

The name of this corporation is One Laptop Per Child Latin America, Inc. (hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be 848 Brickell Avenue, Suite 305, Miami, Florida 33131.

**ARTICLE III
Purpose**

The Corporation's exclusive purpose shall be to promote, distribute and support the use of educational laptop computers to elementary and primary aged children in Latin America and the Caribbean. The Corporation has not been organized and shall not be for the benefit of any particular member or other person. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as set forth in the Bylaws of the Corporation, but in no case shall the Corporation have less than three (3) Directors.

**ARTICLE V
Initial Registered Agent and Street Address**

The street address of the Company's initial registered office is 1200 South Pine Island Road, Suite 250, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

**ARTICLE VI
Incorporator**

The name and mailing address of the incorporator is Richard N. Bernstein, Esq., c/o Greenberg Traurig, P.A., 1221 Brickell Avenue, Miami, Florida 33131 (the "Incorporator").

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The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VII

Membership

The Corporation shall not have members.

ARTICLE VIII

Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IX

Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board of Directors of the Corporation.

ARTICLE X

Amendment of Bylaws

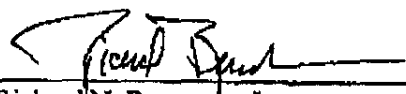
The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI

Liability of Directors

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; or (3) a transaction from which the Director derived an improper personal benefit.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 6th day of April, 2009.


Richard N. Bernstein, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for One Laptop Per Child Latin America, Inc., at the place designated in the Articles of Incorporation of such Corporation, 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.

Date: 4-6, 2009

CT CORPORATION SYSTEM

By: Name: Madonna CuddihyTitle: Special Assistant Secretary

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