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(Address)

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(City/State/Zip/Phone #)

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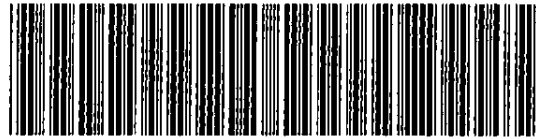
(Business Entity Name)

(Document Number)

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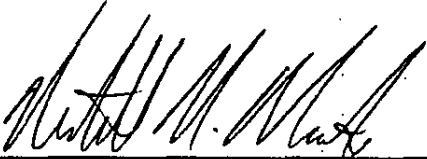
J. Shivers APR 27 2010

GENERAL AFFIDAVIT

State of Florida
County of Miami-Dade

BEFORE ME, the undersigned Notary, Morris R. Steekley, on this twentieth (^{21st}~~20th~~) day of April 2010, personally appeared Michelle M. Morcate, known to me to be a credible person and of lawful age, who being by me first duly sworn, on her oath, deposes and says:

- 1) I, Michelle M. Morcate, am the sole manager and member of Liv Ayn Learn, LLC
- 2) I, Michelle M. Morcate, am requesting the approval of my application for a Florida Non-Profit Corporation under the name of Liv Ayn Learn, Inc.
- 3) I, Michelle M. Morcate, am aware that my application for Liv Ayn Learn, Inc., is similarly named to Liv Ayn learn, LLC
- 4) I, Michelle M. Morcate, am requesting the State's permission to provide non-exempt educational services under the name of Liv Ayn Learn, LLC and tax-exempt educational services under the name of Liv Ayn Learn, Inc.



Signature: Michelle M Morcate

Michelle M. Morcate

Print: Michelle M. Morcate

FD FL P/L M - 623 - 553 - Y2 800-0
EAP 8/10

State of Florida County of Miami-Dade

Sworn to (or affirmed) and subscribed before me this twentieth (^{21st}~~20th~~) day of April 2010, by Michelle M. Morcate



5-4-11

(Signature of Notary Public - State of Florida)



MORRIS R. STEEKLEY
MY COMMISSION # DD 666723
EXPIRES: May 4, 2011
Bonded Thru Budget Notary Services

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TALLAHASSEE, FLORIDA

MORRIS R. STEEKLEY

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification P/L x FL

Type of Identification Produced: Driver's License

LISTED ABOVE.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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TALLAHASSEE, FLORIDA

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Article I: Name

The name of the corporation shall be: Liv Ayn Learn, Inc. (hereinafter referred to as the "Corporation").

Article II: Principal Office

The principal street address and mailing address is: 301 Almeria Avenue, Suite 305, Coral Gables, FL 33134

Article III: Purpose & Limitations

The purpose for which the corporation is organized is: To operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision, specifically including but not limited to providing educational services to families with children with developmental disabilities. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. Private Foundation Provisions:

a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by

section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: Manner of Election

The manner in which the directors are elected or appointed is: The Corporation shall hold an annual election in the first three months of each year in which its members (as defined in the Eighth Article) vote for the directors. The directors shall serve terms specified in the bylaws of the Corporation. Only members of the Corporation shall be allowed to vote and otherwise participate in the election of directors.

Article V: Initial Directors and / or Officers

Michelle M. Morcate – President – 301 Almeria Avenue, Suite 305, Coral Gables, FL 33134

Article VI: Initial Registered Agent & Street Address

The initial registered agent is: Michelle M. Morcate – President – 301 Almeria Avenue, Suite 305, Coral Gables, FL 33134

Article VII: Incorporator

The incorporator is: Michelle M. Morcate – President – 301 Almeria Avenue, Suite 305, Coral Gables, FL 33134

Article VIII: Duration

The duration of the corporation shall be perpetual.

Article IX: Amendment of Articles and Bylaws

The authority to amend these Articles and to make, alter, amend or repeal Bylaws is vested in the board of directors, and may be exercised at any annual or special meeting of the board.

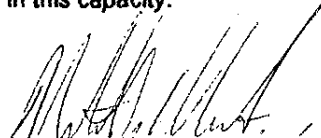

Article X: Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of 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, or to a state or local government, for a public purpose.

Article XI: Indemnification

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

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.

	4-23-10
Signature / Registered Agent	date
	4-23-10
Signature / Incorporator	date

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TALLAHASSEE, FLORIDA