

**Electronic Articles of Incorporation
For**

N12000003997
FILED
April 18, 2012
Sec. Of State
jshivers

LEARNING MATTERS, 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:
LEARNING MATTERS, INC.

Article II

The principal place of business address:
15605 S.W. 82 COURT
MIAMI, FL. 33157

The mailing address of the corporation is:
15605 S.W. 82 COURT
MIAMI, FL. 33157

Article III

The specific purpose for which this corporation is organized is:
LEARNING MATTERS, INC. SHALL ADVANCE ACADEMIC EDUCATION BY
OFFERING SCHOOLS, ORGANIZATIONS AND INDIVIDUALS IN
MIAMI-DADE COUNTY AND THE STATE OF FLORIDA THE SKILLS
NEEDED TO CLOSE ACHIEVEMENT GAPS AND ATTAIN ACADEMIC
SUCCESS.

Article IV

The manner in which directors are elected or appointed is:
AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:
DIANA PINTO
15605 S.W. 82 COURT
MIAMI, FL. 33157

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

Registered Agent Signature: DIANA PINTO

Article VI

The name and address of the incorporator is:

DIANA PINTO
15605 S.W. 82 COURT

MIAMI, FL 33157

Electronic Signature of Incorporator: DIANA PINTO

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: CEO
DIANA PINTO
15605 S.W. 82ND COURT
MIAMI, FL. 33157

Title: DIR
SILVIA PINTO
15605 S.W. 82ND COURT
MIAMI, FL. 33157

Title: DIR
LUIS PINTO
15605 S.W. 82ND COURT
MIAMI, FL. 33157

Article VIII

The effective date for this corporation shall be:

04/17/2012