

TRANSMITTAL LETTER

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

SUBJECT: Rainbow Learning Centers, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for \$ 70.00 .

FROM: Rainbow Learning Centers, Inc.
Name (Printed or typed)
13301 NW 24 Avenue
Address
Miami, Florida 33167
City, State & Zip
305/685-1645
Telephone number

FILED
SERIAL 12 19 35
MAY 13 1996
TALLAHASSEE, FLORIDA

5/14/96
TB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE RAINBOW LEARNING CENTERS, INC.
(A Not for Profit Corporation)

The undersigned hereby adopt the following Articles of Incorporation for, the purpose of forming a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be RAINBOW LEARNING CENTERS, INC., and it shall be located at 13301 N. W. 24 Avenue, Miami, Dade County, Florida 33167.

ARTICLE II- PURPOSES

This corporation is organized as a not for profit corporation under Chapter 167, Florida Statutes, on a non stock basis for the following purposes:

- (a) To acquire, build, equip, maintain, own, lease, manage and provide for the operation or operate a school or educational institution for the purpose of education, training and caring for children and such other activities permitted under Chapter 617, Florida Statutes.
- (b) To take all such action, initiate and carry out all such measures, and do all acts, things and everything which may be or become necessary, advisable, or desirable to provide and assure that RAINBOW LEARNING CENTERS, INC., heretofore and now owned and operated by the corporation, shall continue at all times hereafter, as an educational institution.
- (c) To solicit and accept gifts and grants of money in property in order to carry out such purposes.

This corporation is organized exclusively for charitable purposes, as a not for profit corporation, within the meaning of Section 501(c) (3) of the Internal Revenue Code (the "Code"), and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall ensure to the benefit of any member, trustee, director, officer or individual. In addition, the

corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 167, Florida Statutes, provided, however, that the corporation while exercising any one or more powers shall do so in furtherance of the charitable and educational purposes for which it has been organized as described in Section 501 (c) (3) of the Code. All of the assets and earnings of the corporation shall be used exclusively for the charitable and educational purposes herein above set forth, including the payment of expenses incidental thereto and all of the powers of the corporation shall be exercised exclusively for such purposes. No part of its activities shall inure to the benefit of any individual and no substantial part of its activities inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501 (c) (3) of the Code, or any organization to which contributions are deductible under Section 170 (C) (2) of the Code.

ARTICLE III - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Governing Body. The Board of Directors shall be the governing body of the corporation and shall manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of three (3) directors shall be necessary at any meeting of the Board of Directors to constitute a quorum to transact business, except that the presence of a majority of the entire Board of Directors shall be necessary to constitute as a quorum at any meeting of the Board of Directors at which (a) an elected Director or an officer of the corporation is removed from office as a Director or an Officer, or (b) these Articles of Incorporation are amended.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the corporation, or for personal serving connection with the acquisition of property or material or equipment, or constructing, building or equipping the school or any facility or property related to any thereof, or any other facility or property related to any

thereof, or any other facility or property constructed, otherwise required, or owned or operated by the corporation, but may be reimbursed by the corporation for actual expenses incurred and authorized by the Board of Directors.

Section 4. Election. All directors shall serve for two (2) years and shall be elected in the following manner:

1. Directors shall be elected *appointed by the board* on a rotating bases to provide for the continuity of experienced directors in office.
2. If elections are not held on time, the old directors shall continue in office until their successors are duly elected.
3. Express acceptance of the office of director is not necessary, this being presumed unless an individual indicates unwillingness to serve. Once acceptance is given, either expressly or implied, it may not be withdrawn. The director then has to resign to get off the board

Section 5. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation of the Bylaws of the corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation and in the event of a judgment or decree being rendered against the Director the corporation shall indemnify and save him harmless.

Section 6. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings.

Section 7. Indemnification of Directors. The corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or an officer of the corporation, or a trustee or director or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense ore settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 8. Additional Indemnification. The corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the corporation, or in the capacity of a trustee, director or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions, or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the corporation shall be a President and a Vice President of the Board of Directors, a Secretary, and Treasurer, as determined by the Board of Directors, each of whom shall be a Director. The names on the initial officers of the Board of Directors who are to serve until the organizational meeting and the first election of the officers of the Board of Directors are as follows:

Janet Anderson-Clark

President

Barbara Coulibaly vice-president

Beverly Anderson Secretary

Ofelia Pollard Treasurer

Section 2. Election. Such officers shall be elected at the annual meeting in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such officers shall hold office for a term of one year and until their successors are elected to take office.

Section 4. Other Officers. Other officers may be elected or appointed by the Board of Directors at any time to hold office for such terms of office as the Board of Directors may fix or to hold office at will of the Board of Directors. It shall not be necessary for any such other officer to be a Director.

Section 5. Removal. Any officer, whether now in office or hereafter elected or appointed, may be removed from office, with or without cause, by majority vote of the entire Board of directors at any regular or special meeting of the Board of Directors.

ARTICLE VI - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the corporation shall be distributed to nor shall any part of the net income, if any, of the corporation inure to the benefit of its members, directors, officer of any other private individual.

ARTICLE VII- LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, and educational purposes most closely approximating those set out in Article II of these Amended Articles of Incorporation, within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code, as amended, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

ARTICLE VIII - POLITICAL ACTIVITY

The corporation shall not carry on propaganda or otherwise attempt to influence legislation and shall not participate, intervene, publish or distribute any statements in any political campaign in behalf of any candidate for public office.

ARTICLE IX - BYLAWS

The Board of Directors of the corporation shall adopt Bylaws for this corporation and may amend or rescind such bylaws by majority vote of the entire Board of Directors at any regular or special meeting of the Board of Director, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken.

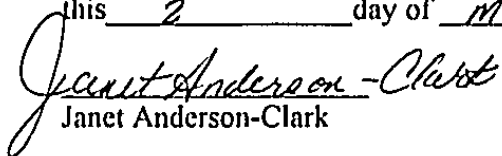
ARTICLE X- AMENDMENTS

These Articles of Incorporation may be amended or added to by majority vote of the entire Board Of Directors at any regular or special meeting of the Board of Directors; provided, that written notice of the proposed amendment or addition shall have been given to every Director at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

ARTICLE XI - INCORPORATOR

The undersigned incorporator to these Articles of Incorporation , a natural person, competent to contract, hereby associates myself to form a not for profit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set my hand and seal at Miami, Florida,

this 2 day of MAY 1996.


Janet Anderson-Clark

13301 N.W. 24 Avenue
Miami, Florida 33167

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

Before me, an officer authorized to administer oaths in the State and County aforesaid, personally appeared Janet Anderson-Clark, who acknowledged

before me that she is the party who executed the foregoing Articles of
Incorporation, for the purpose stated therein, this 2 day of July 1996.



Notary Public, State of Florida
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
EDWARD BLIGHT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC00048
MY COMMISSION EXP. OCT. 11, 1999

FILED
JUL 12 11 55
NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Rainbow Learning Centers, Inc.

2. The name and address of the registered agent and office is:

Forrest Sygman
(Name)

328 Minorca Avenue
(P.O. Box **NOT** acceptable)

Coral Gables, Florida 33134
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

SIGNATURE See Attached

DATE

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First-That RAINBOW LEARNING CENTERS, INC. desiring to organize under the laws of the State of Florida with its principal offices located at 13301 N.W. 24 Avenue, City of Miami, County of Dade, State of Florida has named FORREST SYGMAN, located at 328 Minorca Avenue, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been made to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:



FORREST SYGMAN