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LAW OFFICE  
**RICHARD GOLDSTONE, P.A.**

2301 WEST SAMPLE ROAD  
BUILDING 3, SUITE 3-A  
POMPANO BEACH, FLORIDA 33073  
TELEPHONE: (954) 975-7800 / TELEFAX: (954) 978-6073

January 6, 1999

Secretary of State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

400002734424--7  
-01/08/99-01050--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attention: Charter Section

Re: Articles of Incorporation  
Miracle Kids Learning Center, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation.

Also enclosed is our firm's check number 3844 in the amount of \$78.75 to cover the cost of the filing fee, Registered Agent Designation, and a certified copy of the Articles for said corporation.

Kindly forward the certified copy back to this office as soon as possible. Thanking you in advance for your attention to this matter, I am

Yours very truly,

**RICHARD GOLDSTONE, P.A.**

By:

  
Cathy Guerin, Paralegal

/cp

Enclosures: as stated

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 PM 5:30

11-11-99

**ARTICLES OF INCORPORATION**  
**OF**  
**MIRACLE KIDS LEARNING CENTER, INC.**

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
99 JAN -8 PM 5:30

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**MIRACLE KIDS LEARNING CENTER, INC.**

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

**ARTICLE II**

**NATURE OF BUSINESS**

The business of the corporation shall be: Tutoring and education of children, and all manner of services in connection therewith. It shall be operated as a not-for-profit corporation.

In addition, the corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office of the corporation shall be located at:

**589 East Sample Road  
Pompano Beach, FL 33064**

#### ARTICLE IV

##### INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) directors. The number of directors may be increased or diminished from time to time in accordance with the By-Laws, which shall specifically provide for increases or decreases in the number of directors without the necessity of amending these Articles of Incorporation, but in no event shall the corporation have fewer than three (3) directors. All directors shall be elected as set forth in the By-Laws.

The names and addresses of the initial members of the first Board of Directors are:

Jay Goldberg  
589 East Sample Road  
Pompano Beach, FL 33064

Lori Amster  
42 Bridle Lane  
Marietta, GA 30068

Eugene Goldberg  
9340 Lagoon Place, Apt. 204  
Plantation, FL 33324

#### ARTICLE V

##### BY-LAWS

The Board of Directors may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions

for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

#### ARTICLE VI

##### AMENDMENT

These Articles of Incorporation may be amended or repealed in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and ratified by an affirmative vote of a majority of the members entitled to vote thereon, unless all of the directors and all of the members sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation should be adopted.

#### ARTICLE VII

##### INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

The corporation shall indemnify any director or officer, and shall have the power to indemnify any employee, agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form

of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

#### ARTICLE VIII

##### ACTION WITHOUT MEETINGS

Any action that may be taken at a meeting of the members of the corporation may be taken without a meeting, provided that consent in writing setting forth the action shall be signed by all, but not less than all, of the members of the corporation then entitled to vote on the action. Such written consent shall be filed with the secretary of the corporation and shall have the same effect as a unanimous vote at a membership meeting. If all of the directors, severally and collectively, shall likewise consent in writing to any action taken or to be taken by the corporation, and if the writing evidencing their consents are filed with the secretary of the corporation, the action shall be as valid as though it was authorized at a meeting of the Board of Directors.

#### ARTICLE IX

##### INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered agent and registered office are:

**Richard Goldstone, Esq.  
RICHARD GOLDSTONE, P.A.  
2301 West Sample Road  
Building 3, Suite 3-A  
Pompano Beach, FL 33073**

**Acknowledgment and Consent of Registered Agent:**

Having been named registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in that capacity and agree to comply with all the requirements of law pertaining thereto.

By: Richard Goldstone  
Richard Goldstone, Esq.  
Registered Agent

**ARTICLE X**

**INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Richard Goldstone, Esq.  
RICHARD GOLDSTONE, P.A.  
2301 West Sample Road  
Building 3, Suite 3-A  
Pompano Beach, FL 33073

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 PM 5:39

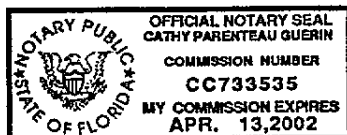
IN WITNESS WHEREOF, I have set my hand and seal this 6th  
day of January, 1999.

By: Richard Goldstone  
Richard Goldstone, Esq.

STATE OF FLORIDA    }  
                                  ss.:  
COUNTY OF BROWARD    }

THE FOREGOING INSTRUMENT was acknowledged before me this 6<sup>th</sup>  
of January, 1999, by RICHARD GOLDSTONE, ESQ., who is personally  
known to me and did take an oath, and who acknowledged that he is  
the person who executed the foregoing Articles of Incorporation.

(SEAL)



Cathy Parenteau Guerin  
Signature of Notary Public

Cathy Parenteau Guerin  
Printed name of Notary Public