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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

FOOTPRINTS EDUCATIONAL PROGRAMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is
Footprints Educational Programs, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of
Educational Services
2. To transact any other lawful business for which corporations may be
incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary
or desirable in order to accomplish the foregoing.

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H00000005224**ARTICLE FOUR**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is

11345 SW 112th Circle Lane North

Miami, FL 33176

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H00000005224**ARTICLE EIGHT**

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Jennifer Herrera President/Treasurer	11345 SW 112th Circle Lane North Miami, FL 33176
Miriam Quevedo Vice-President/Secretary	5450 SW 133rd Court Miami, FL 33175

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Jennifer Herrera	11345 SW 112th Circle Lane North Miami, FL 33176

Executed by the undersigned at Miami, Florida on February 1, 2000.

*  _____

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

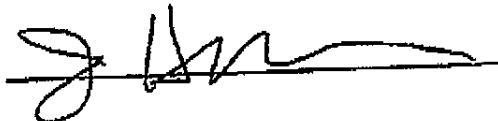
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First- That Footprints Educational Programs, Inc. desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the articles of
incorporation at the City of Miami, County of Miami-Dade, State of Florida has named
Jennifer Herrera located at 11345 SW 112th Circle Lane North, City of Miami, County of
Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation,
at place designated in the 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:



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