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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 631480 7208761

AUTHORIZATION :

COST LIMIT : \$ 90

*Patricia Pigato*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 21 AM 9:39

ORDER DATE : March 20, 2000

ORDER TIME : 4:19 PM

ORDER NO. : 631480-005

100003177091--9

CUSTOMER NO: 7208761

CUSTOMER: Ms. Arleen E. Richards  
MS. ARLEEN E. RICHARDS  
MS. ARLEEN E. RICHARDS  
810 Nw 171 Street

Miami, FL 33169

DOMESTIC FILING

NAME: LEARNING TO SUCCEED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED  
00 MAR 21 AM 8:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*g* 3/22/00

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ARTICLES OF INCORPORATION  
OF

LEARNING TO SUCCEED, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LEARNING TO SUCCEED, INC.

The address of the principal office of this corporation shall be 810 Northwest 171 Street, Miami, Florida 33169, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 75 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Arleen E. Richards	810 Northwest 171 Street
Dir.	Miami, Florida 33169

Kim E. Dawkins	17627 Northwest 62 Place North
Dir.	Miami Florida 33015

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ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on March 20, 2000.

Laura R. Dunlap  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

CRL