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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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W-9744

**FLORIDA PROFIT CORPORATION OR P.A.**

**LEARNING PATCH, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION OF  
LEARNING PATCH, INC.**

**ARTICLE I- NAME**

The name of this corporation is LEARNING PATCH, INC.

**ARTICLE II- DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Ronald E. Shnider, Esq.  
FL BAR NO: 149153  
Ronald E. Shnider, P.A.  
7770 W. Oakland Park Blvd., #100  
Sunrise, FL 33351

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**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - REGISTERED OFFICE AND AGENT  
AND PRINCIPAL PLACE OF BUSINESS**

The street address of the corporation's registered office is:

10975 Northwest 5<sup>th</sup> Court, Coral Springs, Florida 33071

and the name of the registered agent of this corporation at said address is:

SAMUEL PAMPENELLA

The principal place of business of the corporation is:

10975 Northwest 5<sup>th</sup> Court, Coral Springs, Florida 33071

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

SAMUEL PAMPENELLA  
10975 Northwest 5<sup>th</sup> Court  
Coral Springs, Florida 33071

Ronald E. Shnider, Esq.  
FL BAR NO: 149153  
Ronald E. Shnider, P.A.  
7770 W. Oakland Park Blvd., #100  
Sunrise, FL 33351

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**ARTICLE IX - INCORPORATOR**

The name and address of the persons signing these Articles is:

SAMUEL PAMPENELLA  
10975 Northwest 5<sup>th</sup> Court  
Coral Springs, Florida 33071

**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12 day of April, 2000.

  
SAMUEL PAMPENELLA, Subscriber

STATE OF FLORIDA

COUNTY OF BROWARD

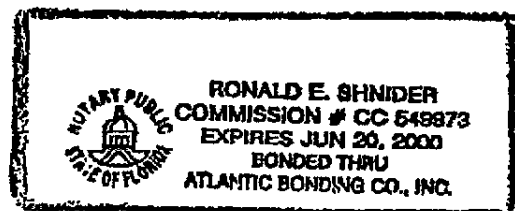
The foregoing instrument was acknowledged before me this 12 of April, 2000, by SAMUEL PAMPENELLA, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
PRINTED NAME:

Notary Public, State of Florida

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**  
**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:

That LEARNING PATCH, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Coral Springs, County of Broward, State of Florida, has named: SAMUEL PAMPENELLA located at: 10975 Northwest 5<sup>th</sup> Court, City of Coral Springs, County of Broward, State of Florida (33071 ), as its agent to accept service of process within this state.



By: SAMUEL PAMPENELLA, Subscriber  
Date: April 12, 2000

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



By: SAMUEL PAMPENELLA  
Registered Agent  
Date: April 12, 2000

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