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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

STATE OF FLORIDA
DIVISION OF CORPORATIONS

00 MAY 15 PM 3:47

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FLORIDA PROFIT CORPORATION OR P.A.

LRN ENTERPRISES GROUP, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

**TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

LRN ENTERPRISES GROUP, INC.

The principal place of business of this corporation shall be:

371 West Park Drive #1

Miami, FL 33172

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TALLAHASSEE, FLORIDA

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any business permitted under the laws of the United State, the State of Florida, or any other State, Country, Territory, or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are): Linda Leal whom resides at 371 West Park Drive #1, Miami, FL 33172.

ARTICLE VI INCORPORATOR(S)

The names(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are): Linda Leal whom resides at 371 West Park Drive #1, Miami, FL 33172.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 11 day of May, 2000.

Signature(s) of Incorporator(s)



Linda Leal /Incorporator/Registered Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: LRN, Inc.
2. The name and address of the registered agent and office is:

Linda Leal
371 West Park Drive #1
Miami, FL 33172

SIGNATURE: Linda Leal

TITLE: Incorporator/Registered Agent

Date: May 11 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 I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: Linda Leal

Date: May 11 2000

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TALLAHASSEE, FLORIDA