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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INVESTORS LEARNING CENTER, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 9.00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

00 NOV 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
00 NOV 15 AM 10:41
TO ALAN W. LIDDE
SUFFICIENT OFFICER

Examiner's Initials

ARTICLES OF INCORPORATION
OF
Investors Learning Center, Inc.

FILED
00 NOV 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a company under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation shall be:

Investors Learning Center, Inc.

Article II - Principal Office

The principal place of business and mailing address of this company shall be:

**9300 NW 25th Street Suite 107
Miami, FL 33172**

Article III - Shares

The number of shares of stock that this company is authorized to have outstanding at any one time is:

100 shares of \$1.00 per value common stock

Article IV - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is:

Roberto O. De Leo
9300 NW 25th Street Suite 107
Miami, FL 33172

Article V - Incorporator

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

Roberto O. De Leo
9300 NW 25th Street Suite 107
Miami, FL 33172

Article VI - Duration

This company shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article VII - Nature of Business

This company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article VIII - Pre-Emptive Rights

Every shareholder upon the sale for cash of any new stock of this company shall have the right to purchase his prorated share hereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX - Initial Board of Directors

The Board of Directors will be voted by shareholders on a special meeting presented by the Registered Agent on advised date.

Article X - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Article XI - Limitations on Corporate Stock

1. No shareholder can enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this company who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the company.
3. No shareholder of the company may sell or transfer his stock in this company, except to the shareholders of this company who will have the right of first refusal in purchasing the stock offered.

Article XII - Indemnification

The company shall indemnify any officer or director, to the full extent permitted by law.

Article XIII - Dissolution

The company may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the company entitled to vote thereon. On dissolution the company property and assets shall, after payment of all debts of the company, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.



Roberto O. De Leo
9300 NW 25th Street
Miami, FL 33172

Document Prepared by:
Roberto O. De Leo
9300 NW 25th Street
Miami, FL 33172

**Certificate of Designation
Registered Agent/ Registered Office**

Pursuant to the provisions of section 607.0501, 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 shall be:

Investors Learning Center, Inc.

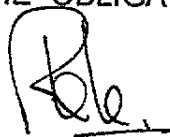
2. The name and address of the registered agent and initial registered office address for the corporation is:

Roberto O. De Leo
9300 NW 25th Street Suite 107
Miami, FL 33172



Registered Agent
November 7, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS A REGISTERED AGENT.



Roberto O. De Leo
Registered Agent
November 7, 2000

FILED
NOV 15 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA