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

**CARAN'S LEARNING NEST, INC.**

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

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**OF**

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value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 19315 Northwest 8<sup>th</sup> Court, Miami, Florida 33169; and the registered agent at that office is SHERRAY M. CATO.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**SHERRAY M. CATO**  
19315 NW 8<sup>th</sup> COURT  
Miami, Florida 33169

**QUAMEA RICHARDS**  
19315 NW 8<sup>th</sup> COURT  
Miami, Florida 33169

**CARAN McFARLANE**  
19315 NW 8<sup>th</sup> COURT  
Miami, Florida 33169

**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

**SHERRAY M. CATO**  
19315 NW 8<sup>TH</sup> COURT  
Miami, Florida 33169

IN WITNESS WHEREOF, I, **SHERRAY M. CATO**, the undersigned incorporator, have signed these Articles of Incorporation on this 1<sup>st</sup> day of March, 2001, and acknowledged the same to be my act.

*Sherray M. Cato*

**SHERRAY M. CATO**

STATE OF FLORIDA )

COUNTY OF DADE )

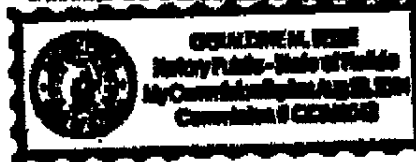
The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 2001 by, **SHERRAY M. CATO** who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: *Gerardine M. Bellini*

PRINT: *Gerardine M. Bellini*

STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **CARAN'S LEARNING NEST, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated **SHERRAY M. CATO** in the Articles of Incorporation in City of Miami, County of Miami-Dade, State of Florida, has named, at **19315 Northwest 8<sup>TH</sup> Court**, in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

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 registered agent.

BY: SHERRAY M. CATO  
SHERRAY M. CATO

DATE: March 1, 2001

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