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Date:

June 5, 2001

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

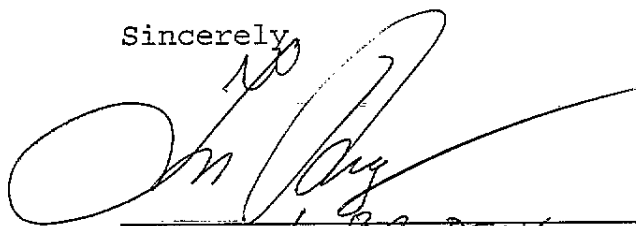
409 E Gaines St.
Tallahassee, FL 32399
850-488-9000

Gentlemen:

Enclosed please find the original and one copy of the
Articles of Incorporation of Little Rainbow Academy, com
Inc. and a check payable to the Secretary of State for
\$70.00. INC

This represents the cost of the Filing Fees and Fee for
Registered Agent Designation of the above named corporation.

Sincerely,



Name: L. BRODSKY

Title: V-President

FILED
01 JUN 26 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W01-13681
JG/14



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 2001

L. BRODSKY
101 SE 11 AVE.
POMPANO BEACH, FL 33060

SUBJECT: LITTLE RAINBOW ACADEMY.COM INC.
Ref. Number: W01000013681

We have received your document for LITTLE RAINBOW ACADEMY.COM INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 201A00036553

ARTICLES OF INCORPORATION

of

Little Rainbow Academy.com, Inc

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

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

Little Rainbow Academy.com, Inc

ARTICLE II - PRINCIPAL OFFICE

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

Little Rainbow Academy.com, Inc
101 SE 11 Ave
Pompano Beach, FL 33060

ARTICLE - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

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01 JUN 25 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

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

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

LEONID BRODSKY
101 SE 11th Ave
Pompano Bch, FL 33060

ARTICLE VIII - INCORPORATOR(S)

The name(s) and address (es) of the incorporator(s) signing these Articles of Incorporation are (is) as follows:

NATALYA ARUTYUNOVA
101 SE 11th Ave
Pompano Beach FL 33060
Leonid Brodsky
101 SE 11 Avenue
Pompano Bch, FL 33060

The undersigned has executed these Articles of Incorporation
this 5 day of June, 2001.

Signature

Natalya Arutyunova

Print Name & Title

NATALYA ARUTYUNOVA

President

Signature

Leonid Brodsky

Name & Title

LEONID BRODSKY

V-president

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATION 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 is: Little Rainbow Academy, Inc.
2. The name and address of the registered agent and office is:

L. BRODSKY
101 SE 11 Ave
Pompano Bch, FL 33069

SIGNATURE

Title:

Date:

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Date: