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FLORIDA PROFIT CORPORATION OR P.A.

SMILEY FACES ACADEMY INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

SMILEY FACES ACADEMY 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 NAME

The name of this corporation shall be:

SMILEY FACES ACADEMY INC.

ARTICLE II PRINCIPAL OFFICE

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

**14641 S.W. 41 STREET
MIRAMAR, FL 33027**

ARTICLE III CAPITAL STOCK

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

750 AT \$10.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**SUZANA GOMEZ-RAMIREZ
14641 S.W. 41 STREET
MIRAMAR, FL 33027**

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ARTICLE V INCORPORATOR(S)

the name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

P-SUZANA GOMEZ-RAMIREZ
14541 SW 41 ST
MIRAMAR, FL 33027

S-EDGAR S. RAMIREZ
14541 SW 41 ST.
MIRAMAR, FL 33027

VP-BLANCA ORLAS T-GABRIEL J. ORLAS
19703 NW 86 AVE. 19703 NW 86 AVE.
MIAMI, FL 33015 MIAMI, FL 33015

The undersigned has (have) executed these Articles of Incorporation this 2ND day of NOVEMBER, 2001.

Suzana Gomez-Ramirez
Incorporator - SUZANA GOMEZ-RAMIREZ

Edgar S. Ramirez
Incorporator - EDGAR S. RAMIREZ

Blanca Orlas
Incorporator - BLANCA ORLAS

Gabriel J. Orlas
Incorporator - GABRIEL J ORLAS

STATE OF FLORIDA

COUNTY OF DADE

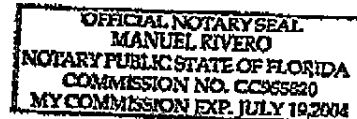
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared SUZANA GOMEZ-RAMIREZ, EDGAR S. RAMIREZ, BLANCA ORLAS AND GABRIEL J. ORLAS to me known to be the persons described in and who executed the foregoing instrument or who have produced DRIVER'S LICENSE as identification and who did take an oath and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 2ND day of NOVEMBER, 2001.

Manuel L. Rivero
NOTARY PUBLIC, State of Florida at large

MANUEL L. RIVERO
(Print Name)

My Commission Expires:



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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 registered office/registered agent in the State of Florida.

1. The name of the corporation is:

SMILEY FACES ACADEMY INC.

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

**SUZANA GOMEZ-RAMIREZ
14641 S.W. 41 STREET
MIRAMAR, FL 33027**

Suzana Gomez-Ramirez
Resident Agent - **SUZANA GOMEZ-RAMIREZ**

Date: **NOVEMBER 2ND, 2001**

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.

Suzana Gomez-Ramirez
Resident Agent - **SUZANA GOMEZ-RAMIREZ**

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