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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

SKY DIAMONDS LEARNING CENTER, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATIONOFSKY DIAMONDS LEARNING CENTER, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **SKY DIAMONDS LEARNING CENTER, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation **320 NW 204 Terrace, Miami, FL 33169.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business in which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance

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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 **230 NW 204 Terrace, Miami, FL 33169** ; and the registered agent at that office is **SHAWNICA COLLIE-FORBES**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) 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:

SHAWNICA COLLIE-FORBES
230 NW 204 Terrace,
Miami, FL 33169.

ANTON FORBES
230 NW 204 Terrace,
Miami, FL 33169.

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

SHAWNICA COLLIE-FORBES
230 NW 204 Terrace,
Miami, FL 33169.

IN WITNESS WHEREOF, I, **SHAWNICA COLLIE-FORBES** the undersigned incorporator,
have signed these Articles of Incorporation on this 21 day of FEBRUARY, 2002, and
acknowledged the same to be my act.


SHAWNICA COLLIE-FORBES

STATE OF FLORIDA)

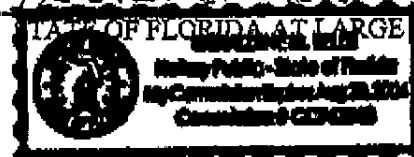
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21st day of February, 2002 by,
SHAWNICA COLLIE-FORBES 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: 

PRINT: Rea Idine M. Delore



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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 **SKY DIAMONDS LEARNING CENTER, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **SHAWNRIKA COLLIE-FORBES**, at 230 NW 204 Terrace, in the City of Miami, County of 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: 
SHAWNRIKA COLLIE-FORBES
DATE: 2/21/02

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