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TALLAHASSEE, FLORIDA

02 JUL 26 PM 12:39

ACCOUNT NO. : 072100000032

REFERENCE : 679770 81188A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigato

ORDER DATE : July 25, 2002

ORDER TIME : 9:04 AM

ORDER NO. : 679770-005

CUSTOMER NO: 81188A

CUSTOMER: Mr. Reynold Heraux
Reydddy Corporation

600006697416--7

15343 S.w. 42nd Terrace

Miami, FL 33185

DOMESTIC FILING

NAME: CHRISTIAN LEARNING
DEVELOPMENT INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

jc 2-26

ARTICLES OF INCORPORATION

02 JUL 26 PM 12:40

OF

CHRISTIAN LEARNING DEVELOPMENT INC.

I, the undersigned incorporator of this corporation under chapter 607, Florida status, as amended, adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of the corporation is: CHRISTIAN LEARNING DEVELOPMENT INC.

ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- To train and prepare medical personnel for work and other related training.
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors..
- 3- To acquire by purchase, lease, or otherwise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interest in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected or suitable, necessary or convenient for any purposes enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporation or associations.
- 5- To carry on any other business or enterprises which may be carried on or exercised by a corporation organized under 607, Florida Statutes, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such considerations, as they may deem appropriate. The consideration may include money or other property that shall be received at just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for exempt from assessment.

ARTICLE IV- DURATION

This corporation shall have perpetual existence.

ARTICLE V- PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be: 18800 NW 2 AVE Suite 101, Miami, Florida 33159, or other such places as may be designated by the Board of Directors.

ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of 3 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors be less than one. Said directors shall be of full age and at least one of them be a citizen of the United States. Any director may be removed without cause at any annual meeting of the stockholders where a quorum is present in person or proxy.

ARTICLE VII- INITIAL OFFICERS

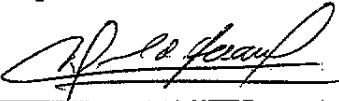
The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JESULA J. HERARD	President and Secretary	18800 NW 2 nd AVE, #101, MIAMI, FL 33159
GUY FRANTZ HERARD	Vice-President	18800 NW 2 nd AVE # 101, MIAMI, FL 33159
FLORENCE THONY	Treasurer	18800 NW 2 nd AVE # 101, MIAMI, FL 33159

ARTICLE VII-INITIAL REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, 210 SW 15 RD # 500, MIAMI, FL 33129

Accepted:



REYNOLD HERAUX

ARTICLE IX- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice-Presidents, Assistant Treasurer

as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided in the Bylaws of the corporation, which said Bylaws may be amended at anytime in accordance with their provisions. The incorporators shall manage the business of the corporation until there are issued outstanding shares of stock standing in the name of the shareholders of record.

ARTICLE X- UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the person(s) named below have hereby executed these articles of corporation for the uses and purposes therein state on this 14 day of June 2002.


JESULA J HERARD


GUY FRANTZ HERARD

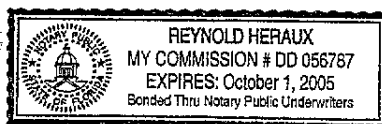

FLORENCE THONY

**STATE OF FLORIDA
COUNTY OF DADE**

I, HEREBY CERTIFY that on this day before me as, a NOTARY PUBLIC duly authorized in the State and county named above to take acknowledgements, personally appeared JESULA J. HERARD, GUY FRANTZ HERARD, and FLORENCE THONY to me known to the person(s) described the subscriber to the foregoing ARTICLES OF INCORPORATION in and executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at DADE COUNTY, FLORIDA, this 14-day of June 2002.


NOTARY SIGNATURE



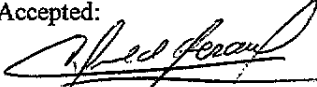
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TALLAHASSEE, FLORIDA

02 JUL 26 PM 12:40

REGISTERED AGENT

In pursuance of chapter 48.092, Florida Statutes, the following is submitted in compliance with said act. That CHRISTIAN LEARNING DEVELOPMENT INC. desiring to organize under the State of Florida, with its principal office as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named REYNOLD HERAUX, 210 SW 15 RD # 500, Miami, Florida 33129 as its agent to accept service of process within the State.

Accepted:



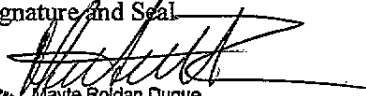

REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, Hereby certify that on this day before me, a Notary Public duly authorized in the State and county above named, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the forgoing Registered Agent Certificate and acknowledge before me that he subscribed to say Certificate.

Witness my hand and official seal in the County and State above named this 14 day of June 2002.

Notary Signature and Seal

Mayte Roldan Duque
My Commission CC853321
Expires July 11, 2003