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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAROUSEL LEARNING ACADEMY INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CARLOS L. FERNANDEZ

ATTORNEY AT LAW

9485 SUNSET DRIVE

SUITE A-204

MIAMI, FLORIDA 33173

TELEPHONE (305) 275-8050

FAX (305) 279-6504

January 31, 2003

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida

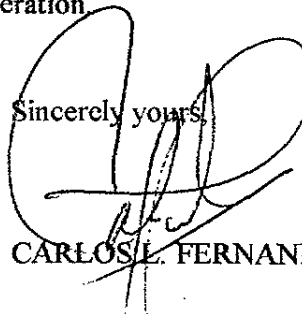
RE: CAROUSEL LEARNING ACADEMY *inc.*

To Whom It May Concern:

I am enclosing a proposed Certificate of Incorporation for a Florida Corporation and the Resident Agent Designation for filing, together with a check in the sum of \$78.75 to cover the cost of same.

Thank you for your anticipated cooperation.

Sincerely yours,



CARLOS L. FERNANDEZ, ESQUIRE

CLF:sd
Enclosures

CERTIFICATE OF INCORPORATION

OF

CAROUSEL LEARNING ACADEMY INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
03 FEB - 9 AM 9:55

I, the undersigned, do hereby associate myself and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be **CAROUSEL LEARNING ACADEMY INC.**

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 500 shares of stock which shall be common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This Corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) dollars.

ARTICLE FIVE

This Corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 1851 Delaware Parkway,

Miami, Miami-Dade County, Florida, 33125; other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. Originally there will be one director. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are as follows:

Board of Directors

Caridad Valdes-Dilme 1851 Delaware Parkway Miami, Florida 33125	Inocenta Valdes 1851 Delaware Parkway Miami, Florida 33125
---	--

Officers

President/Secretary	Caridad Valdes-Dilme
Vice President/Treasurer	Inocenta Valdes

ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are as follows:

Caridad Valdes-Dilme
1851 Delaware Parkway
Miami, Florida 33125

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

This corporation shall designate Carlos L. Fernandez, Esquire located at 9485 Sunset Drive, Suite A-204, Miami, Florida 33173, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by State Law.

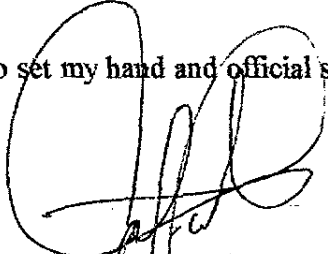
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixed their seals on this 31 of January, 2003.


Candida Mendes-Dilme

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Caridad Valdes-Dilme, who after first having been duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 31 day of January, 2003.



Notary Public-State of Florida

My Commission Expires:



CARLOS L. FERNANDEZ
MY COMMISSION # DD 102742
EXPIRES: July 23, 2006
Bonded Thru Budget Notary Services

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

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that CAROUSEL LEARNING ACADEMY^{INC.} desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida has named CARLOS L. FERNANDEZ whose office is located at 9485 Sunset Drive, suit A-204, Miami, Florida 33173 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



CARLOS L. FERNANDEZ

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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