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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A & T Accounting and Tax Service, Inc.
7098 Bonita Drive
Miami Beach, Florida 33141
(305) 868-5365

June 11, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Incorporation of MR. CEREBRO, INC.

Gentlemen:

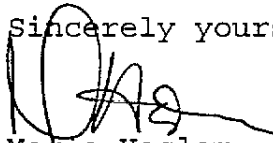
Please file the aforesaid corporation and return said
filed Articles and Resident Agent Form to:

A & T Accounting and Tax Service, Inc.
7098 Bonita Drive
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate
check for the filing fees together with the Articles of
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do
not hesitate to call us at (305) 868-5365 or write to us at
the above styled address.

Sincerely yours,



Maria Haslam
A & T Accounting and Tax
Service, Inc...

at/MLH

cc: Archived

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MR. CEREBRO, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

MR. CEREBRO, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;
- B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the child care industry providing services which include but is not limited to the rendering of child care services; special education; remedial learning; aftercare programs and all aspects of child care services. Furthermore, counseling, managing, supervising and special care of children with varying degrees of needs and special care resources;
- 2.) To engage in every aspect and phase of child care and elementary education for children, which may include schools, home health agencies; children's hospitals and clinics; pediatric nursing registries; medical intermediaries; financial intermediaries; and all other professions and businesses attending to the special needs of children;
- 3.) To engage in the business of wholesale and retail sales of any and all kind of goods and merchandise more particularly in any and all world markets, both in the United States and throughout the world. Furthermore, to engage in the wholesale and retail business of all commercial and personal lines of goods, commodities, cellular telephones and their related accessories, and not limited to the sale of optical lenses, cosmetics, clothes, shoes, accessories, fantasy jewelry, leather articles, purses, handbags & wallets of any kind, computers, commodities, durable goods and any and all other goods and merchandise of any kind and nature including food of any kind and nature;
- 4.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 5.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

- 6.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 7.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated;
- 8.) To act as a purchase agent, develop sales seminars, vending seminars, sales consulting, resale, retail and wholesale businesses, develop and coordinate trade shows and exhibitions act as a distributor and or fulfillment agent for all types of merchandise or products both durable and non-durable;
- 9.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

PAUL ANDREW KEOUGH
6429 COWPEN RD, # U-202
MIAMI LAKES, FLORIDA 33014

The corporate address and/or corporate headquarters shall be located at:

6429 COWPEN RD, # U-202
MIAMI LAKES, FLORIDA 33014

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The name and address of the initial directors of the corporation are:

PAUL ANDREW KEOUGH
6429 COWPEN RD, # U-202
MIAMI LAKES, FLORIDA 33014

BETZY SARA KEOUGH
6429 COWPEN RD, # U-202
MIAMI LAKES, FLORIDA 33014

ARTICLE SEVEN
INCORPORATORS

The initial incorporators are as follows:

PAUL ANDREW KEOUGH
6429 COWPEN RD, # U-202
MIAMI LAKES, FLORIDA 33014

BETZY SARA KEOUGH
6429 COWPEN RD, # U-202
MIAMI LAKES, FLORIDA 33014

ARTICLE EIGHT
BY-LAWS

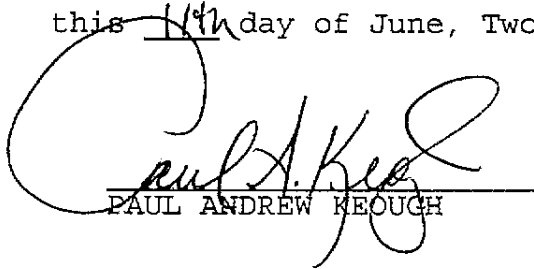
The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the

incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 14th day of June, Two thousand and three (2003).


PAUL ANDREW KEOUGH


BETZY SARA KEOUGH

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

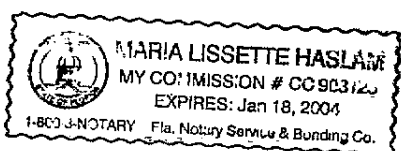
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, and City of Miami Beach, personally appeared :

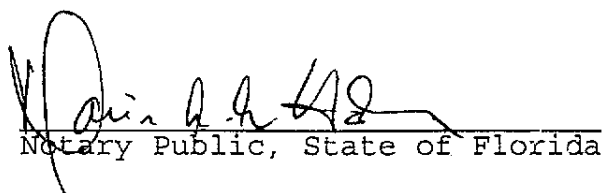
PAUL ANDREW KEOUGH AND BETZY SARA KEOUGH

Known to me and by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of June, two thousand and three (2003).

My commission expires:




Notary Public, State of Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That MR. CEREBRO, INC.
is qualified to do business under the laws of the State of
Florida with its principal office at 6429 COWPEN RD,
U-202, City of MIAMI LAKES, State of FLORIDA, County of
Miami-Dade, and has appointed PAUL ANDREW KEOUGH, as it's
agent to accept Service of Process within this State and
whose address is: 6429 COWPEN RD, # U-202, MIAMI LAKES,
FLORIDA 33014.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process^{MENT} for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 

PAUL ANDREW KEOUGH
REGISTERED AGENT

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TALLAHASSEE, FLORIDA