

**P04000063966**

Florida Department of State  
Division of Corporations  
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From:

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**FLORIDA PROFIT CORPORATION OR P.A.**

**l c learning solutions, inc.**

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ARTICLES OF INCORPORATION  
OF  
L C LEARNING SOLUTIONS, INC.

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TALLAHASSEE, FLORIDA

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,--- privileges, immunities and liabilities of incorporation for profit and subject to the following provisions

ARTICLE I

The name of the Corporation shall be:  
L C LEARNING SOLUTIONS, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of internet sale and distribution, general merchandise import and export, and any other activities permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 Shares at One Dollar.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this Corporation shall be:  
11511 S.W. 84 Street, Miami, Florida 33173.

ARTICLE VII

The name and address of the initial Registered Office of this Corporation is:  
Lourdes Fernandez, 11511 S.W. 84 Street, Miami, Florida 33173.

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#### ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

#### ARTICLE IX

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow:

NAME	OFFICE	ADDRESS
Lourdes Fernandez	President	11511 S.W. 84 Street Miami, Florida 33173
Lourdes Fernandez	Secretary	11511 S.W. 84 Street Miami, Florida 33173

#### ARTICLE X

Distribution to Incorporators is as follows:

Linda Fernandez	500 Shares	\$500.00
11511 S.W. 84 Street, Miami, Florida 33173		

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

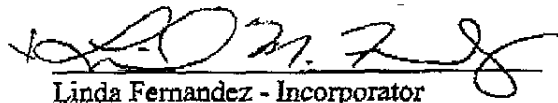
ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for --- Approval 51% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 30th Day of March 2004.

  
Linda Fernandez - Incorporator

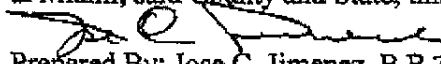
STATE OF FLORIDA )

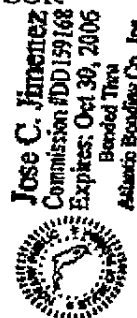
Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

LINDA FERNANDEZ AND LOURDES FERNANDEZ

who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this 30th Day of March, 2004.

  
Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)  
454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714



**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 the Registered Office/Registered Agent in the State of Florida.

The name of the Corporation is: L C LEARNING SOLUTIONS, INC.

TOTAL P.06

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The name and address of the Registered Agent and office is: Linda Fernandez  
11511 S.W. 84 Street, Miami, Florida 33173

*Linda Fernandez*  
Corporate Officer

Title: President  
Date: March 30th 2004.

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 further agree, to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties  
and accept the duties and obligations of Section 607.325, Florida Statutes.

X *Linda Fernandez*  
Linda Fernandez-Registered Agent accepting  
Office.

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