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CR2E031(9/92)

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

THE LEARNING TRAIN, INC.



ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

7859 N.W. 166 TERRACE MIAMI LAKES, FL. 33016

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED (500) SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ZEIDA EDWARDS 7859 N.W. 166 TERRACE MIAMI LAKES, FL 33016

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Zeida Edwards 7859 N.W. 166 Terrace Miami Lakes, Fl. 33016

ARTICLE VI – DIRECTOR(S)

The name(s) and street address(es) of these director(s) to these Articles of Incorporation is (are):

(President) Zeida Edwards 7859 N.W. 166 Terrace Miami Lakes, Fl. 33016

(Vice-President) Zeida Edwards 7859 N.W. 166 Terrace Miami Lakes, Fl. 33016

(Secretary) Zeida Edwards 7859 N.W. 166 Terrace Miami Lakes, Fl. 33016

(Treasurer) Zeida Edwards 7859 N.W. 166 Terrace Miami Lakes, Fl. 33016

(Director) Zeida Edwards 7859 N.W. 166 Terrace Miami Lakes, Fl. 33016

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 the statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as Registered Agent.

DATE: 06/14/04

Zeida Edwards