

Division of Corporations

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P04000161387**Florida Department of State**
Division of Corporations
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To:Division of Corporations
Fax Number : (850) 205-0381**From:**Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (254) 641-4192**FLORIDA PROFIT CORPORATION OR P.A.****MIAMI-DADE CARE LEARNING CENTER, INC.**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

MIAMI-DADE CARE LEARNING CENTER, INC.

ARTICLE I: Name

The name of this corporation is MIAMI-DADE CARE LEARNING CENTER, INC.

ARTICLE II: Principal Office

The mailing address of this corporation shall be:

2194 N.W. 72 Avenue
Miami, FL 33122

ARTICLE III: Purpose

This corporation is organized for the purpose of any and all business authorized by Florida Statute § 475 and all other applicable laws of the State of Florida.

ARTICLE IV: Initial Registered Agent

The street address of the registered office of this corporation is 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133 and the name of the registered agent of this corporation at that address is Florida Corporate Services, LLC.

ARTICLE V: Capital Stock

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE VI: Board of Directors

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

1. Isis Valdes-Orozco
8942 N.W. 171 Street
Miami, FL 33018

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2. Ivon Valdes
8942 N.W. 171 Street
Miami, FL 33018

ARTICLE VII: Incorporator

The name and address of the Incorporator signing these Articles is:

Cesar R. Sordo, Esq.
3006 Aviation Avenue, Ste 2A
Coconut Grove, FL 33133

ARTICLE IX: Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

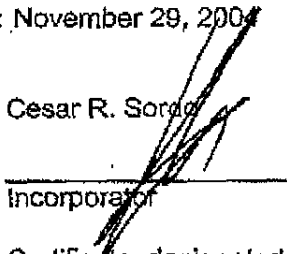
ARTICLE X: Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the date of the signing.

Dated: November 29, 2004

Cesar R. Sordo



Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

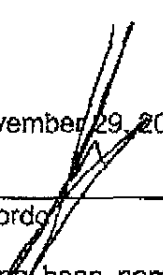
In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Miami-Dade Care Learning Center, Inc. desiring to organize or qualified under the laws of the state of Florida has named Florida Corporate Services, LLC, located at 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133 as its agent to accept service of process within Florida

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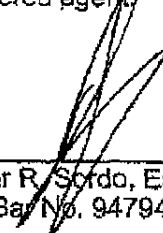
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Dated: November 29, 2004


Cesar R. Sordo

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 29, 2004


Cesar R. Sordo, Esq.
Fla. Bar No. 947946

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