

**P05000006250**

Florida Department of State  
Division of Corporations  
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To:

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Account Name : ARES & COMPANY, C.P.A., P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**LEARNING YEARS, INC.**

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ARTICLES OF INCORPORATION  
OF  
**LEARNING YEARS, INC.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

**LEARNING YEARS, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

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Transact any and all lawful business.

(1) Said corporation shall further have powers:

To have perpetual succession by its corporate name,

## LEARNING YEARS, INC.

### ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

### ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

NANCY M. ACOSTA  
20 SW 48<sup>TH</sup> AVE.  
MIAMI, FL 33134-1436

The principal office and mailing address shall be:

20 SW 48<sup>TH</sup> AVE.  
MIAMI, FL 33134-1436

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#### ARTICLE VI

The initial Board of Directors and Shareholders of the Corporation shall be composed by TWO (2) persons, whose names and addresses are:

FELICIA ACOSTA - PRESIDENT - 50% SHAREHOLDER  
20 SW 48<sup>TH</sup> AVE.  
MIAMI, FL 33134-1436

NANCY M. ACOSTA - TREASURER - 50% SHAREHOLDER  
20 SW 48<sup>TH</sup> AVE.  
MIAMI, FL 33134-1436

The name and address of the incorporator executing these Articles of Incorporation is:

FELICIA ACOSTA  
20 SW 48<sup>TH</sup> AVE.  
MIAMI, FL 33134-1436

The undersigned incorporator has executed these Articles of Incorporation this 11<sup>TH</sup> day of January, 2005.

  
FELICIA ACOSTA  
PRESIDENT

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

1. The Name of the Corporation is:

**LEARNING YEARS, INC.**

2. The name and address of the Registered Agent and office is:

NANCY M. ACOSTA  
20 SW 48<sup>TH</sup> AVE.  
MIAMI, FL. 33134-1436

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

NANCY M. ACOSTA

DATE: \_\_\_\_\_

01/11/2005

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