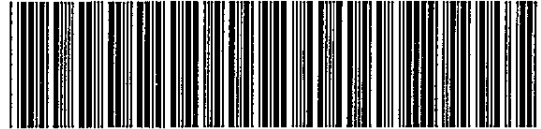


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Maxwell Aron
5600 W. 13 Ave
Hialeah FL 33012



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ARTICLE OF INCORPORATION

Phoenix Educational Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO
05 MAY -9 AM 8: 33

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

The name of the corporation shall be:

Phoenix Educational Services, Inc.

ARTICLE II

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

5600 W 13 Ave
Hialeah , Fl , 33012

ARTICLE III

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

Maikel R. Arias (80%) 80 Shares
Rodolfo Alfonso (20%) 20 Shares

TOTAL OF SHARES 100
(\$1.00 value per shares)

ARTICLE IV

The name and address of the initial Registered Agent is:

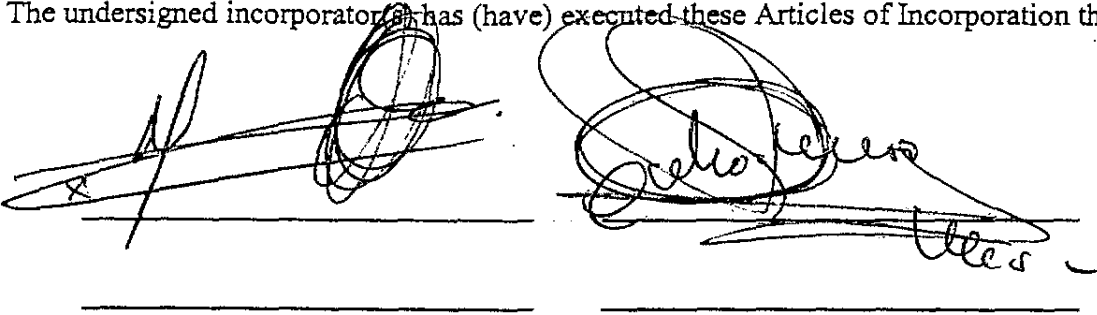
Maikel R. Arias
5600 W 13 Ave
Hialeah , Fl , 33012

ARTICLE V

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

Maikel R. Arias , President , Secretary , Treasure.
Rodolfo Alfonso Vice President

The undersigned incorporator ~~s~~ has (have) executed these Articles of Incorporation this:



May 2, 2005

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

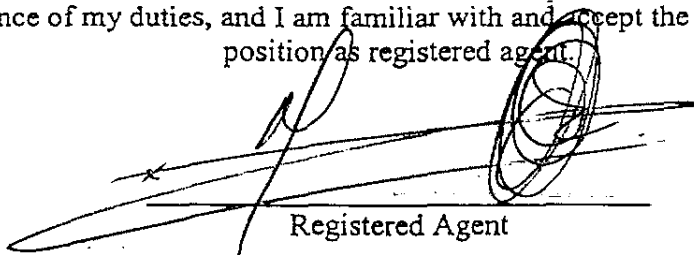
The name of the corporation is:

Phoenix Educational Services, Inc.

The name and address of the registered Agent is:

**Maikel R. Arias
5600 W 13 Ave
Hialeah , Fl , 33012**

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.


Registered Agent

May 2, 2005
Date

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