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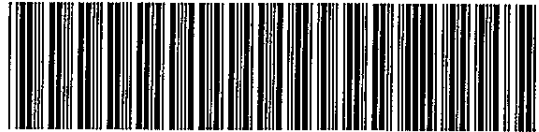
(Business Entity Name)

(Document Number)

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07/27/05--01011--022 **78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 AUG 22 PM 12:15

MRP
8/22

1005-35900

THE CREATIVE LEARNING COMPANY, INC.
7601 East Treasure Drive
Apt # 523
North Bay Village, Fl 33141

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

Dear Sir or Madam:

Enclosed please find a signed original of the Articles of Incorporation for The Creative Learning Company, Inc. and a duplicate copy of the same to be returned to the undersigned.

Also enclosed is a check for \$78.75 for the following fees:

Filing Fee	\$	35.00
Acceptance of Registered Agent	\$	35.00
Fee for Return of Certified Copy	\$	8.75
	\$	<hr/> 78.75

Please return the certified copy to:

Dianne Carroll
7601 East Treasure Drive
Apt # 523
North Bay Village, Fl 33141
(305) 861-5255

Yours truly,

Dianne Carroll

Dianne Carroll
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 29, 2005

DIANNE CARROLL
7601 EAST TREASURE DRIVE
APT #523
NORTH BAY VILLAGE, FL 33141

SUBJECT: THE CREATIVE LEARNING COMPANY, INC.
Ref. Number: W05000035900

We have received your document for THE CREATIVE LEARNING COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filings Section

Letter Number: 205A00049283

RECEIVED
05 AUG 22 AM 9:00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE CREATIVE LEARNING COMPANY OF MIAMI, INC.**

05 AUG 22 PM 12:15

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation pursuant to the provisions of the General Florida Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) is THE CREATIVE LEARNING COMPANY OF MIAMI, INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is initially organized, which shall continue to be the purposes of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, are as follows:

To carry on all aspects of the business of providing educational services including but not limited to teaching, tutoring, speech therapy services and consulting services.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and sassing licensing arrangements, options, franchise, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, by-products thereof; to acquire by purchase or otherwise own, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition of improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising there from of incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase of otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and to otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real estate, easements privileges, choices in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, of disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages, and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge of otherwise dispose of, and in any manner deal with and contract with references to:

- (a) inventions, devices, formulae, processes and improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants and concessions.

To have all the powers conferred upon corporations organized under the Florida General Corporation Act.

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FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100, all of which are of par value of \$1.00 each, and are of the same class and are to be COMMON shares.

FIFTH: Each share of the corporation shall entitle the holder thereof to a pre-emptive right, for a period of thirty days, to subscribe for purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options

which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having uninsured or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used hereof, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

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SIXTH: The address of the initial registered office of the corporation in the State of Florida is: 7601 East Treasure Drive, Suite # 523, North Bay Village, Florida 33141, County of Miami-Dade; and the name of the initial registered agent of the corporation at such address is Dianne Carroll.

SEVENTH: The number of directors constituting the initial Board of Directors is (1).

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dianne Carroll	7601 East Treasure Drive Suite # 523 North Bay Village, Fl 33141

EIGHTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dianne Carroll	7601 North Bay Village Suite # 523 North Bay Village, Fl 33141

NINTH: The initial office address of this corporation in the State of Florida is:

7601 East Treasure Drive
Suite # 523
North Bay Village, Fl 33141

TENTH: 1. Whenever the corporation shall be engaged in the business of exploiting natural resources of other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplements, indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall insure to the benefit of the heirs, executors and administrators of such a person.

Signed on August 17, 2005


Incorporator/ Dianne Carroll

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 AUG 22 PM 12:15

ACKNOWLEDGEMENT

STATE OF FLORIDA


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S.S.:

COUNTY OF Miami-Dade)

On this 17 day of August, 2005, before me, a Notary Public in and for the State and County aforesaid, personally appeared Dianne Carroll, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of THE CREATIVE LEARNING COMPANY OF MIAMI, INC., and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

Notary Public
My Commission Expires September 16, 2008
DD355241


ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Dianne Carroll