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2006 APR 24 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: DVD2LEARN, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Orlando Arrom
Name (Printed or typed)

10556 N.W. 26th Street - Suite 203
Address

Miami, FL 33172
City, State & Zip

(305) 592-0663
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

DVD2LEARN, 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 laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

DVD2LEARN, 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 purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
- (3) To have perpetual succession by its corporate name;

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TALLAHASSEE, FLORIDA

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of one thousand (1,000) shares, having an individual par value of one dollar (\$1.00).

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

ARTICLE V

The street address of the initial principal office and the name of the initial Resident Agent of this corporation shall be:

INITIAL PRINCIPAL OFFICE

10556 NW 26 Street, Suite 203, DORAL, FL 33172-5942

INITIAL RESIDENT AGENT

Orlando Arrom

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person, and the name and address of the person who is to serve as initial director and officer is:

Javier Rivero President 13260 SW 108 Street Circle, Miami, FL 33186

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

Javier Rivero

13260 SW 108 Street Circle, Miami, FL 33186

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of April, 2006.



STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

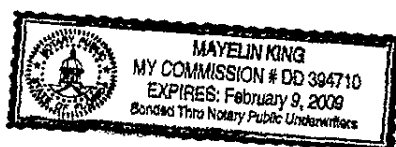
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Javier Rivero** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in state and county aforesaid, this 13th day of April, 2006.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: •



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

DVD2LEARN, Inc.

2. The name and address of the registered agent and office is:

Orlando Arrom

(NAME)

10556 NW 26 Street, Suite 203

(P.O. BOX NOT ACCEPTABLE)

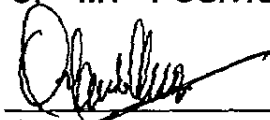
Doral, FL 33172

(CITY/STATE/ZIP)

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 _____

DATE _____


Orlando Arrom
April 13, 2006