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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

TEACHING & LEARNING, INC.

Certificate of Status	0
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CAPITAL CONNECTION

NO. 9775 P. 2

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TEACHING & LEARNING, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is: TEACHING & LEARNING, INC.

**ARTICLE II  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The amount of the total authorized capital stock of the Corporation shall be One Thousand (1000) shares of common stock of one dollar (\$1.00) par value.

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Shareholders.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V  
INITIAL STREET ADDRESS**

The initial street address of said Corporation is 4803 SW 127 Place, Miami, Florida 33175, with privilege, however, of having branch offices at any other place or places within or without the State of Florida.

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**ARTICLE VI**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

Susan Deets, Esq.  
9370 Sunset Drive, A-255  
Miami, Florida 33173

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

Lawrence Orihuela  
4803 SW 127 Place  
Miami, Florida 33175

Yuria Orihuela  
4803 SW 127 Place  
Miami, Florida 33175

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of the person signing these Articles of Incorporation as the incorporators are:

Lawrence Orihuela  
4803 SW 127 Place  
Miami, Florida 33175

Yuria Orihuela  
4803 SW 127 Place  
Miami, Florida 33175

**ARTICLE IX**  
**BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

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**ARTICLE X  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**ARTICLE XII  
PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes,

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

**ARTICLE XIII  
STOCK TRANSFER RESTRICTIONS**

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

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**ARTICLE XIV  
RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Directors as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

**ARTICLE XV  
CORPORATE EXISTENCE**

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, The undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 7-13 2006.

  
Lawrence Orihuela


  
Yuria Orihuela

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned officer personally appeared Lawrence Orihuela and Yuria Orihuela, to me known to be the persons described as and are known as the Incorporators and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed, and who are personally known to me and who did (did not) take an oath.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 13 day of July, 2006.

  
NOTARY PUBLIC, STATE OF FLORIDA

Print: Susan Deets

My Commission Expires:



SUSAN DEETS  
MY COMMISSION # 00134288  
EXPIRES: August 11, 2008  
Bonded Three Hundred Twenty Five Dollars

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JUL 20 2006 2:44PM

CAPITAL CONNECTION

NO. 9775 P. 6

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

DATE: 7-13, 2006.

In compliance with Chapter 607.014 Florida Statutes, the following is submitted:

TEACHING & LEARNING, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named Susan Deets, Esq. located at: 9370 Sunset Drive, Miami, 33173, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named as registered agent to accept Service of Process for the above-named Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to serve in this capacity.

  
Susan Deets, Registered Agent

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TALLAHASSEE, FLORIDA

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