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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

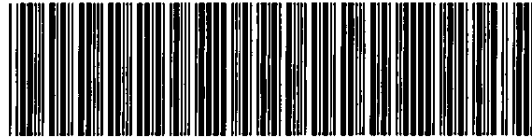
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TALLAHASSEE FLORIDA

LAW OFFICES OF  
***Deborah Kaicher Pastran, Esq.***

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**Cover Letter**

January 31, 2007

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Subject: Tecnoedu, Inc.**

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Deborah Kaicher Pastran, Esq.  
333 NE 8<sup>th</sup> Street  
Homestead, FL 33030

For further information concerning this matter, please call Deborah Pastran or Molly Fisher at 305-246-2122.

Enclosed is a check for the following amount:

\$113.75      Filing fees and certified copy

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TALLAHASSEE, FLORIDA

Member of the Florida Bar

333 NE 8th Street • Homestead, Florida 33030  
(305) 246-2122 • Fax: (305) 246-4221 • E-mail: [Dpastran@aol.com](mailto:Dpastran@aol.com)

**Certificate of Conversion  
For  
Tecnoedu Latinoamericana, LLC  
Into  
Florida Profit Corporation**

**This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.**

- 1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:**

**Tecnoedu Latinoamericana, LLC**

- 2. The "Other Business Entity" is a limited liability company, first organized, formed or incorporated under the laws of Florida on January 18, 2007.** *L07000006754*

- 3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:**

**Tecnoedu, Inc.**

- 4. This conversion shall become effective on the date of filing.**

**Signed this 31 day of January, 2007.**

  
\_\_\_\_\_

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TALLAHASSEE FLORIDA**

**Printed Name:** Deborah Kaicher PASTRAU **Title:** Attorney in fact

**Articles of Incorporation  
of  
Tecnoedu, Inc.**

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TALLAHASSEE FLORIDA

**I.  
Name**

The name of the Corporation is **Tecnoedu, Inc.**, hereinafter referred to as the "Corporation."

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is **333 NE 8<sup>th</sup> Street, Homestead, Florida 33030**. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is **Raul E. Pastran, 333 NE 8th Street, Homestead, Florida 33030**.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be: **import and export**

**VI.  
Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is **100**, each share to have a par value of **\$1.00**. Corporation Common Stock shall all have the same rights with respect to voting, dividends, liquidation, and as to any and all other rights and privileges of share ownership.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
<b>Deborah Kaicher Pastran, Esq.</b>	<b>333 NE Campbell Drive Homestead, FL 33030</b>

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: **4**  
The name(s) and addresses of the persons who are appointed to act as the initial directors of the Corporation are:

<u>Director Name</u>	<u>Director Address</u>
<b>Susana Mitnik</b>	<b>333 NE 8<sup>th</sup> Street Homestead, FL 33030</b>
<b>Felix Mitnik</b>	<b>333 NE 8<sup>th</sup> Street Homestead, FL 33030</b>
<b>Sergio San Roman</b>	<b>333 NE 8<sup>th</sup> Street Homestead, FL 33030</b>
<b>Ariel Mitnik</b>	<b>333 NE 8<sup>th</sup> Street Homestead, FL 33030</b>

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TALLAHASSEE FLORIDA

**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**X.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**XI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from **January 1** to **December 31** of each year.

**XII.**  
**Articles of Incorporation**

The Shareholders reserve the right to revise, replace, restate, and amend the Articles of Incorporation of the firm. A majority vote is required for any revision amendment, or change to the Articles.

**XIII.**  
**When Articles of Incorporation Effective**

This corporation and its Articles shall become effective when properly filed by the Florida Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 31 day of January, 2007.

  
\_\_\_\_\_  
**Signature/Incorporator**

1-31-07  
\_\_\_\_\_  
**Date**

*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/Registered Agent**

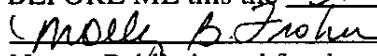
1-31-07  
\_\_\_\_\_  
**Date**

State of Florida  
County of Miami-Dade

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BEFORE ME, the undersigned authority, on this day personally appeared **Raul E. Pastran**, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 31 day of January, 2007.

  
\_\_\_\_\_  
Notary Public in and for the  
State of Florida

My Commission Expires:

