

Electronic Articles of Incorporation For

**P07000031534
FILED
March 12, 2007
Sec. Of State
ksaly**

WATCH AND LEARN CORP

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

WATCH AND LEARN CORP

Article II

The principal place of business address:

639 EAST OCEAN AVE
SUITE 101
BOYNTON BEACH, FL. US 33435

The mailing address of the corporation is:

639 EAST OCEAN AVE
SUITE 101
BOYNTON BEACH, FL. US 33435

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

MICHAEL J. MCGOEY, CPA, INC.
639 EAST OCEAN AVE
SUITE 101
BOYNTON BEACH, FL. 33435

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHAEL J MCGOEY

Article VI

The name and address of the incorporator is:

MICHAEL J MCGOEY CPA INC
639 EAST OCEAN AVE
SUITE 101
BOYNTON BEACH, FL 33435

Incorporator Signature: MICHAEL J MCGOEY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: VP
LUIS J ROSADO JR.
639 EAST OCEAN AVE, SUITE 101
BOYNTON BEACH, FL. 33435 US

Article VIII

The effective date for this corporation shall be:

03/10/2007