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(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

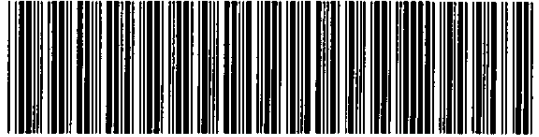
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*M. Viviana Delgado* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article IV*  
DATE *2/15/08*  
DOC. EXAM *MRB*

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*2/15*

**FILED**  
08 FEB 14 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: The Learning Village, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: M. Viviana Delgado  
Name (Printed or typed)

14244 SW 117 Terrace  
Address

Miami, FL 33186  
City, State & Zip

(786) 406-0111  
Daytime Telephone number

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

Articles of Incorporation for  
The Learning Village, Inc.

**FILED**

08 FEB 14 PM 2:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation shall be:

**The Learning Village, Inc.**

ARTICLE II – PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

ARTICLE III – PRINCIPAL OFFICE

The address of the principal office, place of business, and mailing address of the corporation is:

14244 Southwest 117<sup>th</sup> Terrace  
Miami, Florida 33186

ARTICLE IV – SHARES

The number of shares of stock that this corporation is authorized to issue is:

1,000 shares of common stock, \$1.00 par value.

Holders of common stock are entitled to one vote per share on all matters subject to shareholder approval. The holders of outstanding shares of common stock are entitled to receive dividends as and when declared by the Board of Directors out of funds legally available.

On liquidation or winding up of the corporation, holders of the common stock are entitled to receive, pro rata, the net assets of the company after the payment of all creditors and liquidation preferences, if any.

ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered agent for the Corporation is:

Maria Viviana Delgado  
14244 Southwest 117<sup>th</sup> Ter.  
Miami, Florida 33186  
Title: Chief Executive Officer

The Incorporator is:

Maria Ceballos-Zagales  
14244 Southwest 117<sup>th</sup> Ter.  
Miami, Fl. 33186  
Title: President

The Registered office for the Corporation is:

14244 Southwest 117<sup>th</sup> Ter.  
Miami, Florida 33186

## ARTICLE VI – BOARD OF DIRECTORS

This corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws of the Corporation.

## ARTICLE VII – INCORPORATOR

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

Maria F. Ceballos-Zagales  
14244 Southwest 117<sup>th</sup> Terrace  
Miami, Florida 33186

## ARTICLE VIII – INDEMNIFICATION

The corporation shall indemnify any officer or director, and any current or past officer or director, to the full extent of the law. No officer or director shall be personally liable for any actions or liabilities of the corporation.

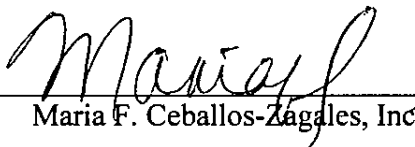
## ARTICLE IX – BYLAWS

The shareholders, through the Board of Directors, shall have the power to adopt, alter, amend or repeal the Bylaws. All provisions for the operation, management and regulation of the corporation not set forth in the Articles of Incorporation shall be set forth and governed by the Bylaws of the Corporation.

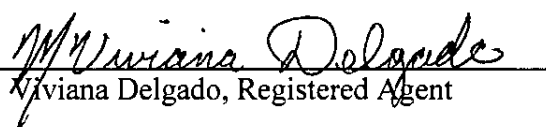
## ARTICLE X – CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the 8<sup>th</sup> day of February 2008.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of February 2008.

  
\_\_\_\_\_  
Maria F. Ceballos-Zagales, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Viviana Delgado, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA