

11/1/99 11:11 AM TO 11/1/99 11:11 AM P.01  
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H95000008906

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1402 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33401-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NOA'S ARCH LEARNING CENTER, INC.  
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55 AUG 15 PM 12:49  
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TALLAHASSEE, FLORIDA

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RUC-14-1995 17:16 FROM

TO

19849224080 P.87



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morham  
Secretary of State

August 14, 1995

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: NOA'S ARCH LEARNING CENTER, INC.**  
**REF: W95000016270**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

*Please  
see art. 7*

**THE INFORMATION LISTED FOR THE PREPARER OF THIS DOCUMENT IS NOT VERY CLEAR. PLEASE HAVE WRITTEN NEATLY OR TYPED.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: B95000008906  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

AUG-15-1995 11:09 FROM

TO

19849224000

P.01



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morfham,  
Secretary of State

August 15, 1995

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: NOA'S ANCH LEARNING CENTER, INC.**  
**REF: W93000016270**

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Loria Poole  
Corporate Specialist

FAX Aud. #: W93000008908  
Letter Number: 995400038152

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

AUG-15-1993 11:10 FROM

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55 AUG 15 PM 12:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NOA'S ARCH LEARNING CENTER, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

NOA'S ARCH LEARNING CENTER, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a) Day-Care for Children, Etc.

b) Generally, to make and perform contracts of any kind and description related to the day and child care, and for the purpose of attaining any of the objects of the corporation; to purchase, sell, operate all and any kind of day care, own, hold, export, import general merchandise, personal property of every kind, nature and description wherever located, both tangible and intangible and including all and every kind of transactions, either as broker, owner or factor.

c) In the purchase, sell or acquisition of general merchandise, business rights or franchises, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

Jesus Valdez, Accountant  
4344 SW 7th St.  
Miami, FL 33134  
(305) 446-0106

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## ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue THREE HUNDRED (300) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

## ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation, which at same time is the <sup>Principal</sup> mailing address shall be 15556 S.W. 47 TER<sup>miami</sup>, Florida 33185 and the name of the initial registered agent is RICELINA NOA.

## ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE(3) directors initially. The number of directors may be increased or diminished from time to time by the BY-LAWS.

The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
RICELINA NOA President-Secretary	
ALEJANDRO NOA Vice-Pres.-Treas.	

CELINA G. DE BRUN Vice-Secretary	
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## ARTICLE IX - AMENDMENT

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

The private property of the stockholders of this corporation shall not be subject to the payment of the corporation debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 4th day of August, 1995.

  
RICHELMA NOA  
Pres. Secretary

  
ALEJANDRO NOA  
Vice-Pres.-Treas.

  
CELINA S. DE BRUN  
VICE-SEC.

AUG-11-1995 16:09 FROM

TO

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STATE OF FLORIDA )  
 )SS  
COUNTY OF DADE )

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared RICELINA NOA, ALEJANDRO NOA and ~~CELIA G. DE NOA~~ known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4th day of the month of August, 1995.

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: SEP. 10, 1998  
ELECTED AS A NOTARY PUBLIC UNDERWRITERS

MY COMMISSION EXPIRES:

NOTARY PUBLIC  
State of Florida at Large

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR NOA'S ARCH LEARNING CENTER, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 4TH DAY OF AUGUST, 1995.

*Ricelina Noa*  
RICELINA NOA  
RESIDENT AGENT

95 AUG 15 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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