

PG6000077159

TRANSMITTAL LETTER

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

SUBJECT: THE LEARNING GARDEN, INC.
(Proposed corporate name - must include suffix)

100001948274
-09/16/96--01065--020
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

CRISTINA C. GUANCHE

Name (printed or typed)

5430 S.W. 58 AVE.

Address

MIAMI, FL. 33155

City, State & Zip

(305) 667-3817

Daytime Telephone number

[Signature]
9/17/96

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

ORIGINAL

ARTICLES OF INCORPORATION
OF

THE LEARNING GARDEN, INC.

The undersigned subscriber to these ARTICLES OF INCORPORATION, a natural person, competent to contract, hereby subscribes to this instrument so as to form a corporation under the Laws of the State of Florida.

1. The name of the corporation is:

THE LEARNING GARDEN, INC.

2. The street and mailing address of the corporation's initial registered office is 4541 S.W. 64th Ct., Miami, FL 33155. The Board of Directors may from time to time move the principal office to any other address in Florida.

3. The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

FIFTY SHARES OF COMMON STOCK WITHOUT NOMINAL OR PAR VALUE

The consideration to be paid for each share shall be fixed by the Board of Directors.

4. In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act, that THE LEARNING GARDEN, INC. desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 4541 S.W. 64th Ct., Miami, FL 33155, has named CRISTINA GUANCHE as its registered agent in this state.

5. The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore is (are):

Cristina Guanche,
5430 S.W. 58th Ave.
Miami, FL 33155

5 shares Val. \$1,000.00

6. The general nature of the business to be transacted by this corporation is:

- a) To engage in the care and education of children.
- b) To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

- c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- d) To purchase the corporate assets of now existent corporations and engage in the same or other character of business.
- e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities, or other indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- f) To act as agent for any person, firm or corporation, and to enter into every type of contract which might seem to be in the corporation's interest.
- g) To do any and all things herein before enumerated for itself or on account of others, and to make and perform contracts for doing any thereof; to have and exercise all the rights now or hereafter conferred by the Laws of the State of Florida now in force or any amendment or amendments thereto.

The foregoing enumeration of the objects, purposes and powers is not intended and shall not be construed or held to prohibit or limit the exercise of any further rights or powers which may now or hereafter be allowed by the Corporation Laws of the State of Florida now in force or any amendment or amendments thereto.

- 7. The amount of capital with which this corporation will begin business is **ONE THOUSAND (\$1,000.00).**
- 8. The corporation herein formed is to exist perpetually.
- 9. This corporation shall have 1 Director initially. The number of Directors may be increased or diminished from time to time.
- 10. The name and post office address of the member of the first Board of Directors is:

Same as the Incorporator listed in Par. 5.
- 11. These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders and all of the Directors sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.
- 12. The Board of Directors is authorized to adopt BY-LAWS, including provisions to cover the issuance of stock certificates, and prohibitions against the transfer of the stock of the corporation and of the pre-emptive rights to such stock, provided such BY-LAWS are not contrary to the Laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation at Miami, Florida this 12th day of September, 1996.

SEP 16 1996
Cristina C. Guanche
Cristina C. Guanche

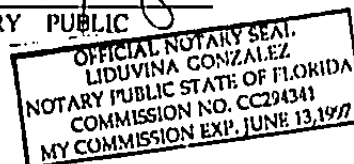
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State of Florida)
)
County of Dade)

I HEREBY CERTIFY that on this day, before me a NOTARY PUBLIC duly authorized in the State and County above named to take oaths and acknowledgements personally appeared, CRISTINA C. GUANCHE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to same.

WITNESS my hand and Official Seal at Miami, Florida this 12th day of September, 1996.

Liduvina Gonzalez
NOTARY PUBLIC



My commission expires:

ACKNOWLEDGMENT

Having been named as registered agent for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By *Cristina C. Guanche*
Cristina Guanche

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE LEARNING GARDEN, INC.

2. The name and address of the registered agent and office is:

CRISTINA C. GUANCHE

(NAME)

4541 S.W. 64th Ct.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33155

(CITY/STATE/ZIP)

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.

Cristina C. Guanche
(SIGNATURE)

September 12, 1996

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314