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AME: ALPHA INTERMERICAN SCHOOL INC.
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ARTICLES OF INCORPORATION OF
ALPHA INTERAMERICAN SCHOOL INC

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ARTICLE I

NAME

The Name of the Corporation is **ALPHA INTERAMERICAN SCHOOL**
INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 common shares with par value of \$1.00.

Stewart Martin, Esq.
444 Brickell Avenue, Suite 300
Miami, FL 33131
Phone (305) 358-5800
Fla. Bar No. 153444

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**ARTICLE V.
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is 1025 NE Miami Garden Drive, North Miami Fl 33179.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1025 NE Miami Garden Drive, North Miami Fl 33179. The name of the initial registered agent to this Corporation at that address is Paulo Alves Correa Junior.

**ARTICLE VIII.
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

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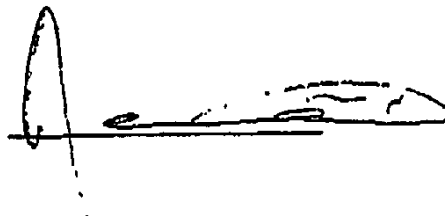
**ARTICLE IX.
SUBSCRIBER**

The name and address of the person signing the Articles is: Paulo Alves Correa Jr., 14732 SW
132 Place, Miami Fl 33186.

**ARTICLE X.
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person
exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, subscriber, has executed these Articles of
Incorporation this May 06, 1997.

A handwritten signature in dark ink, appearing to read "Paulo Alves Correa Jr.", is written over a horizontal line. The signature is stylized with a large, looped initial "P".

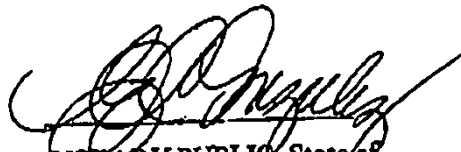
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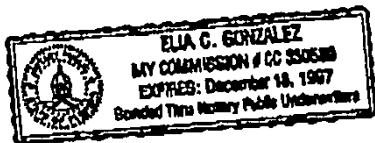
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Paulo Alves Correa Jr., well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this May 06, 1997.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act;

That ALPHA INTERAMERICAN SCHOOL INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Paulo Alves Correa Jr., located at 14732 SW 132 Place, Miami Fl 33186 as its Registered Agent to accept service of process within this State.

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 of 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


 Paulo Alves Correa Jr.

DATE:

May 06, 1997

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