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NAME: LITTLE PRODIGIES LEARNING CENTER, INC.

AUDIT NUMBER.....H97000016443

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1997

EMPIRE

SUBJECT: LITTLE PRODIGIES LEARNING CENTER, INC.
REF: W97000022632

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Becky McKnight
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ARTICLES OF INCORPORATION OF
LITTLE PRODIGIES LEARNING CENTER, INC.

I, Nestor Ruiz-Castaneda, the undersigned, being of legal age and natural person, does hereby subscribe to, acknowledges, and files the following articles of incorporation for the purpose of creating a corporation under the laws of the state of Florida.

1. The name of this corporation shall be Little Prodigies Learning Center, Inc.

2. The purpose of this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes.

3. The aggregate number of shares which this corporation shall be authorized to issue is one thousand (1000) shares. The shares shall be issued at \$1.00 par value.

4. This corporation shall commence its existence immediately upon the filing of these articles of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

5. The address of the principle office of the corporation and the mailing address of the corporation shall be 6280 Lake Champlain Terrace, Miami Lakes, Florida 33014. The initial

Prepared by:
Jose I. Carrillo, Esq.
Carrillo & Carrillo, P.A.
3663 S.W. 8th Street, Suite 214
Miami, Florida 33135
(305) 444-3000
Fl. Bar No. 820733

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registered office of this corporation shall be Carrillo & Carrillo, P.A., 3663 S.W. 8th Street, Suite 214, Miami, Florida 33135; however, this corporation shall have the privilege of having its office and branch offices at other places within or without the state of Florida. The initial registered agent at such address shall be Jose I. Carrillo, Esq.

6. This corporation shall have two (2) directors initially, and said directors shall be Martha Ruiz-Castaneda, whose title shall be president and whose address is 6280 Lake Champlain Terrace, Miami Lakes, Florida 33014, and Nestor Ruiz-Castaneda whose title shall be secretary and director and whose address is 6280 Lake Champlain Terrace, Miami Lakes, Florida 33014.

7. The name and address of the incorporator is Nestor Ruiz-Castaneda, whose title shall be secretary and director and whose address is 6280 Lake Champlain Terrace, Miami Lakes, Florida 33014.

8. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such other firm is so interested shall be disclosed or shall have been known to the board of directors or any majority thereof, and any director of

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this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he was not such director or officer of such other corporation or not so interested.

9. This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I Nestor Ruiz-Castaneda, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of the state of Florida, makes and files these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hands and seals this 2nd day of October, 1997.


NESTOR RUIZ-CASTANEDA
SECRETARY and DIRECTOR

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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Nestor Ruiz-Castaneda, to me known to be the person described herein and who executed the foregoing articles of incorporation, who after being duly sworn, acknowledged under oath that he executed same of the purposes therein expressed.

Witness my hand and official seal in the state and county aforesaid this _____ day of _____, 1997.

SWORN TO AND SUBSCRIBED before me this _____ day of _____, 1997.

NOTARY PUBLIC, state of Florida

My Commission expires:

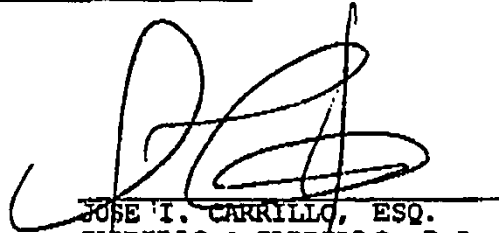
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CONSENT OF REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-state Corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 2 day of Oct., 1997.


JOSE I. CARRILLO, ESQ.
CARRILLO & CARRILLO, P.A.
3663 S.W. 8TH Street
Suite 214
Miami, Florida 33135
(305) 444-3000

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