

P98000027347

THE LEARNING CONNECTION, INC.
P.O. Box 191406
Miami, Florida 33119-9998

March 19, 1998

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


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-03/30/98--01007--013
****105.00 *****70.00

Enclosed please find the following documents:

1. Articles of Dissolution for The Learning Connection of South Florida, Inc., a not for profit corporation.
2. An Affidavit, swearing that the above Dissolution will not be revoked and the the name "The Learning Connection of South Florida, Inc. is released and may be used by a for profit corporation.
3. New Articles of Incorporation for The Learning Connection of South Florida, Inc., a for profit corporation.
4. A check in the amount of \$105.00, to cover the \$35 cost of voluntary dissolving the corporation and the \$70 cost of reincorporating The Learning Connection of South Florida, Inc. as a for profit corporation.
5. For your records, please note that the mailing address for The Learning Connection, Inc., a for profit corporation, is: P. O. Box 19-1406, Miami Beach, FL 33119-9998.

If you have any questions, please call me at (305) 673-9918.

Sincerely,


Isabel M. Betancourt
Director, The Learning Connection.

70.00 F.F.

FILED
98 MAR 23 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 23 PM 12:00
DIVISION OF CORPORATIONS

AFFIDAVIT

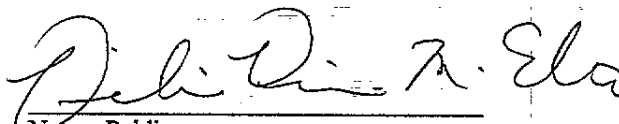
STATE OF FLORIDA)
SS)
COUNTY OF DADE)

Before me, the undersigned authority, on this day personally appeared Isabel M. Betancourt who upon oath and after first being duly sworn states the following:

1. That I will not revoke the Dissolution signed on this date for The Learning Connection of South Florida, Inc., a not for profit corporation; and
2. That the name "The Learning Connection of South Florida, Inc." is hereby released and may be used by a for profit corporation (please see new Articles of Incorporation attached).


Isabel M. Betancourt, Incorporator

SWORN TO AND SUBSCRIBED before me this 23 day of December, 1997.
Affiant is personally known to me.


Notary Public
State of Florida at Large
My Commission Expires:

OFFICIAL NOTARY SEAL
VICKIE VIVIAN M EBRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC599415
MY COMMISSION EXPIRES NOV. 7, 2000

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **The Learning Connection of South Florida, Inc.**

ARTICLE II

The mailing address of this Corporation shall be: P.O. Box 191406, Miami Beach, FL 33119-9998.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, 50% of which shall be issued to Gustave S. Levey and the remaining 50% to Isabel M. Betancourt.

ARTICLE IV

The name and Florida street address of the initial registered agent are:

Vickie Ebro
6480 S.W. 19th Street
Miami, FL 33155

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation are:

Isabel M. Betancourt
1307 Euclid Ave., #4
Miami Beach, FL 33139


Isabel M. Betancourt, Incorporator

Date: 12/23/97

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.


Vickie Ebro, Registered Agent

Date: December 23, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA