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SECRETARY OF STATE  
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98 JUN -8 AM 10: 01

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The correct address were these documents should be send

back is :

GILBERT TAX SERVICE  
7330 S. W. 12 ST.  
MIAMI, FL 33144

If you have to contact me please call (305)264-3712 and leave me  
a message and I will return your call as soon as possible

TELEPHONE # (305) 264-3712  
GILBERTO VILLALONGA

D. BROWN JUN 11 1998

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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 NAME

The name of the corporation shall be:

LEARNING OPPORTUNITIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

603 EAST 28TH STREET  
HIALEAH, FL 33013

ARTICLE III SHARES

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

100 shares \$1.00 each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Angel E Morera (President) 50% Shares  
603 East 28th Street  
Hialeah, FL 33013

Isora Morera (Treasury) 50% Shares  
Same as above

ARTICLE V INCORPORATOR

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

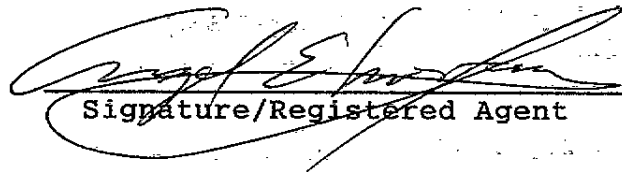
Angel E Morera - President  
603 East 28th Street  
Hialeah, FL 33013

  
Signature/Incorporator

6-2-98  
Date

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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.

  
Signature/Registered Agent

6-2-98  
Date