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CHOU &
ATTORNEYS AT LAW
GRANADO

February 4, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 4:11

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

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-02/08/99--01171-009
****122.50 ****78.75

RE: KINDER ACADEMY, INC.

Dear Sirs:

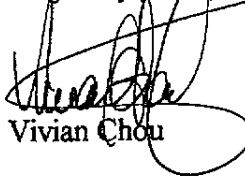
Enclosed please find original and copy of Articles of Incorporation for Kinder Academy, Inc. Also enclosed is a check to the order of the Secretary of State in the amount of \$122.50, representing filing fees of \$70.00 and \$52.50 for a certified copy of the Articles of Incorporation.

Please return the certified copy of the corporation to the following mailing address:

Chou & Granado, P.A.
P.O. Box 562230
Miami, FL 33256

If you require additional information, please contact the undersigned.

Very truly yours,



Vivian Chou

VC/nmr
Enclosure

The Marcus Centre - 9990 Southwest 77 Avenue - Miami, Florida 33156
Mailing Address - P.O. Box 562230 - Miami, Florida 33256-2230
Telephone - 305-238-3341 - Facsimile - 305-238-3534

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ARTICLES OF INCORPORATION
OF
KINDER ACADEMY, INC.

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ARTICLE I. CORPORATE NAME

The name of this corporation is: **KINDER ACADEMY, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. PRINCIPAL ADDRESS

The corporation's principal address is:

12717 West Sunrise Boulevard, Suite 164, Sunrise, FL 33323

ARTICLE IV. CAPITAL STRUCTURE

A. The Board of Directors can create any type of Capital Structure necessary for the operation of the Corporation. There can be different stocks of Par Value and Non-Par Value.

B. The initial capital structure of KINDER ACADEMY, INC., is \$5,000.00.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having no par value.

ARTICLE V. TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

VIVIAN CHOU, ESQ.
The Marcus Centre
9990 S.W. 77th Avenue, Suite 325
Miami, FL 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Roger A. Cabrera
12717 W. Sunrise Boulevard, Suite 164
Sunrise, FL 33323

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Roger A. Cabrera
12717 W. Sunrise Boulevard, Suite 164
Sunrise, FL 33323

ARTICLE X. OFFICERS

Subject to the discretion of the Board of Directors, the affairs of the Corporation shall be administered by its officers, as designated herein, who shall serve at the pleasure of the Board of Directors. Officers can be elected or appointed as determined by the Board, and may also be terminated by the Board. All other regulations concerning officers shall be determined by the Bylaws of the Corporation. Any individual can hold one or more positions as necessity dictates. The names and addresses of the initial officers are:

President, Secretary and Treasurer

Roger A. Cabrera
12717 W. Sunrise Boulevard, Suite 164
Sunrise, FL 33323

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, executed the foregoing Articles of Incorporation on the 3rd day of February, 1999.

Roger A. Cabrera
ROGER A. CABRERA - Incorporator

STATE OF FLORIDA :

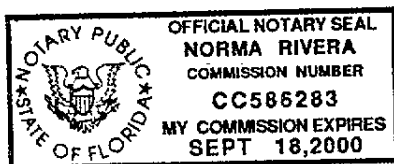
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public, personally appeared ROGER A. CABRERA

X who is personally known to me, or

— who has produced _____ as identification, and

executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 3rd day of February, 1999.



Norma Rivera
Notary Public, State of Florida

My Commission Expires:

(SEAL)

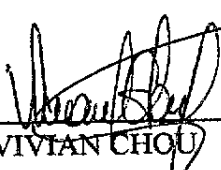
ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That KINDER ACADEMY, INC., desiring to organize under the laws of the State of Florida, has named Vivian Chou, Esq., Chou & Granado, P.A., 9990 S.W. 77th Avenue, Miami, County of Miami-Dade, State of Florida 33156, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


VIVIAN CHOU

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DIVISION OF CORPORATIONS
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