

THE LAW OFFICE OF
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JAMES B. LYON
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February 23, 1998

Florida Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

VIA PRIORITY MAIL

Re: Articles of Incorporation
Learning Angels, Inc.

Dear Sir or Madam:

Enclosed please find my check in the amount of \$78.75 for filing of the above referenced Articles of Incorporation. Please return a certified copy of the Articles to me in the enclosed Priority Mail envelope.

Thank you for your assistance.

Very truly yours,

James B. Lyon

JBL:gc
Enclosure
cc: Israel Garcia

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
LEARNING ANGELS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is LEARNING ANGELS, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 295 NW 92nd Terrace, Coral Springs, Florida 33071.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 295 NW 92nd Terrace, Coral Springs, Florida 33071 and the name of the initial registered agent of this Corporation at that address is Israel Garcia.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of the stockholders and their successor shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Israel Garcia, 295 NW 92nd Terrace, Coral Springs, FL 33071

Ivonne Garcia, 295 NW 92nd Terrace, Coral Springs, FL 33071

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: Israel Garcia, 295 NW 92nd Terrace, Coral Springs, FL 33071

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX-INDEMNIFICATION

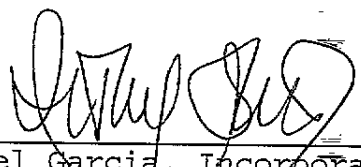
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 2/19/99



Israel Garcia, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

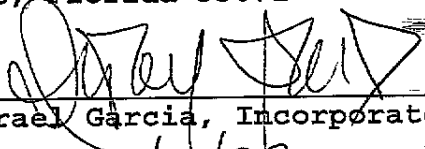
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LEARNING ANGELS, INC.

2. The name and address of the registered agent and office is:

Israel Garcia
295 NW 92nd Terrace
Coral Springs, Florida 33071


Israel Garcia, Incorporator

Date: 2/19/99

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.


Israel Garcia

DATE: 2/19/99

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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