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TRANSMITTAL LETTER

FROM: The Giving Tree Learning Centers, Inc.
13216 S.W. 50th Street
Miramar, Florida 33027

800002803848--9...
-03/12/99--01039--015...
*****70.00 *****70.00...
800002803848--9...
-03/12/99--01039--016...
*****8.75 *****8.75...

Dear Corporation Division:

Please find enclosed:

- 1. An original Articles of Incorporation and one copy for the above named corporation.
- 2. An original Certificate of Designation of Registered Office and Registered Agent and one copy for the above named corporation.
- 3. Payment in the amount of \$70.00 for filing fees and registered agent designation.
- 4. Payment in the amount of \$8.75 for a certified copy of the Articles of Incorporation.

Please send responses and receipts concerning this filing to the above address.

Thank you.

Rosalba Garcia
Incorporator (Rosalba Garcia)

(305) 829-8171
Telephone Number

FILED
99 MAR 12 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 18 1999
[Handwritten initials]

ARTICLES OF INCORPORATION
Of
The Giving Tree Learning Centers, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

- Article 1.** The name of the Corporation is: The Giving Tree Learning Centers, Inc.
- Article 2.** The principal place of business and mailing address of this corporation is:
13216 S.W. 50th Street, Miramar, Florida 33027
- Article 3.** The corporation is authorized to issue one class of stock, that stock being 1000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.
- Article 4.** The name and address of the corporation's initial registered agent is:
Rosalba Garcia, 13216 S.W. 50th Street, Miramar, Florida 33027
- Article 5.** The name and street address of the incorporator of this corporation is:
Rosalba Garcia, 13216 S.W. 50th Street, Miramar, Florida 33027
- Article 6.** No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed the Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

3-10-99

Date

Rosalba Garcia
Signature of Incorporator

ROSALBA GARCIA
Name of Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Rosalba Garcia
The Giving Tree Learning Centers, Inc.
13216 S.W. 50th Street
Miramar, Florida 33027

Having been named as the 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.

Rosalba Garcia
Signature of registered agent

3-10-99
Date of signature

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SECRETARY OF STATE
TALLAHASSEE FLORIDA