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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

the live and learn centers, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

THE LIVE AND LEARN CENTERS, INC.

The undersigned, as incorporator to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

FIRST: The name of this corporation is:
THE LIVE AND LEARN CENTERS, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 Shares of Common Stock, having a par value of \$100.00 per share.

PREPARED BY:
DONALD J. MURRAY, ESQ.
9200 So. Dadeland Blvd, #515
Miami, Florida 33156
Tel. No. (305) 670-8900
Fla. Bar No. 115672

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FOURTH: The holders of common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued on any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

FIFTH: This corporation is to exist perpetually.

SIXTH: The street address of the initial registered office of this corporation is 9200 So. Dadeland Blvd, Suite 515, Miami, Florida, 33156, and the name of the initial registered agent of this corporation at that address is Donald J. Murray, Esq.

SEVENTH: This corporation shall have not less than one (1) director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

EIGHTH: The name and address of the initial director(s) of this corporation is:

JEFFREY A. FRIEDMAN
1035 SE 6th Ct., Dania Beach, Fl. 33004

NINTH: The name of the incorporator to these Articles of Incorporation is as follows:

Jeffrey A. Friedman,

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and incorporator's address is:

1035 SE 6th Ct., Dania Beach, Fl. 33004.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, 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.

ELEVENTH: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this other corporation may be officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.


TWELFTH: The Board of Directors shall determine the title and duties of each officer of this corporation.

THIRTEENTH: The principal address and the mailing address of the corporation is: 1035 SE 6th Ct., Dania Beach, Fl. 33004

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IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 3rd day of September, 1999.

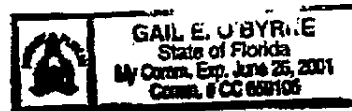

JEFFREY A. FRIEDMAN

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged
before me this 3rd day of September, 1999.


NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

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SEP-07-1999 12:08

EMPIRE CORP

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

BY: 
Registered Agent

DATE: 9/3/99

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