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Florida Department of State
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To: Division of Corporations
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From: Account Name : FILINGS, INC.
Account Number : 072720000101
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FLORIDA PROFIT CORPORATION OR P.A.

A PLACE FOR LEARNING, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION
OF
A PLACE FOR LEARNING, INC.

The undersigned subscriber(s) to these Articles of Incorporation adopts these articles to form a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

ARTICLE I. NAME

1. The name of the corporation shall be A PLACE FOR LEARNING, INC.

ARTICLE II. PRINCIPAL OFFICE

2. The principal office and mailing address of this corporation is 4105 Ponce De Leon Blvd, Suite 202, Coral Gables, FL 33146, in Miami-Dade County, Florida.

ARTICLE III. PURPOSE

3. The corporation is formed to operate businesses, to own property of any kind, to invest in property of any kind, to import and/or export property of any kind, to borrow and/or lend money, and to transact any lawful business for which corporations may be incorporated under the laws of the state of Florida, and to have all other powers provided by the laws of the state of Florida.

ARTICLE IV. TERM OF EXISTENCE

4. The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

5. The capital stock of the corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

6. The address of the initial registered office of this corporation is 999 Ponce De Leon Blvd., Suite 1015, Coral Gables, FL 33134, in Miami-Dade County, Florida. The name of the initial registered agent at that address shall be FERNANDO J. PORTUONDO, ESQ.

Fernando J. Portuondo, Esq.
999 Ponce De Leon Blvd.
Suite 1015
Coral Gables, FL 33134
Fl. Bar No.: 062383

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ARTICLE VII. BOARD OF DIRECTORS

7. The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of Two (2) members. The names and addresses of the member(s) of the first Board of Directors is/are:

| <u>NAME</u> | <u>OFFICE</u> | <u>POST OFFICE ADDRESS</u> |
|-------------------|-------------------|-----------------------------------------------------------------|
| SILVIA DIAZ | DIR./PRES. | 4105 Ponce De Leon Blvd. Suite 202 Coral Gables, Fl 33146 |
| STEPHANIE MCNAIRY | DIR./V-PRES./SEC. | 4105 Ponce De Leon Blvd. Suite 202 Coral Gables, Fl 33146 |

ARTICLE VIII. SUBSCRIBER(S)

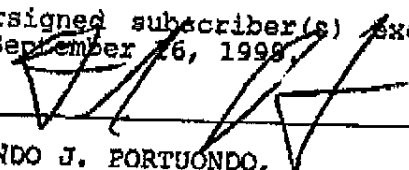
8. The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s), the number of shares he/she agrees to take, and the consideration thereof, the proceeds of which will amount to at least one thousand dollars (\$1,000.00), is as follows:

| <u>NAME</u> | <u>NO. OF SHARES</u> | <u>CONSIDERATION</u> |
|------------------------------------------------------------------------------------------|----------------------|----------------------|
| FERNANDO J. PORTUONDO 999 Ponce De Leon Blvd. Suite 1015 Coral Gables, FL 33134 | 1,000 | \$1,000.00 |

ARTICLE IX. AMENDMENT

9. The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation on September 16, 1999.



 FERNANDO J. PORTUONDO,
 Incorporator.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 607.0501, Florida Statutes,
the following is submitted:

A PLACE FOR LEARNING, INC. desiring to organize or qualify under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation, has named FERNANDO J.
PORTUONDO, located at is 999 Ponce De Leon Blvd., Suite 1015,
Coral Gables, FL 33134, in Miami-Dade County, Florida, as its
Registered Agent to accept Service of Process within this State.

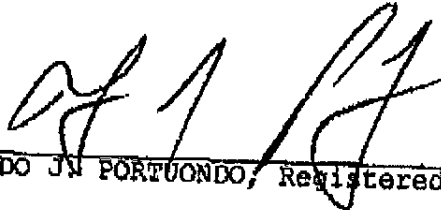
Dated: September 16, 1999.



FERNANDO J. PORTUONDO, Incorporator.

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity. I further agree to comply
with the provisions of all statutes relative to the proper
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Dated: September 16, 1999.



FERNANDO J. PORTUONDO, Registered Agent.

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