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95 OCT 17 1995

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95 OCT 19 AM 11:25

INCORPORATION



ACCOUNT NO. : 0721000000032
REFERENCE : 711113 4349092
AUTHORIZATION : *Patricia Piziks*
COST LIMIT : \$ 70.00

ORDER DATE : October 17, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 711113

500001613945

CUSTOMER NO: 4349092

W95-20790

CUSTOMER: Ms. Christa Roberts
Corporate Child Care, Inc.
209 Tenth Avenue South
Suite 300
Nashville, TN 37203-4144

FOREIGN FILINGS

NAME: RESOURCES FOR CHILD CARE
MANAGEMENT, INC.

 PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Colby D. Griffin

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

1995

CSC NETWORKS

SUBJECT: RESOURCES FOR CHILD CARE MANAGEMENT, INC.
Ref. Number: W95000020790

We have received your document(s) in this office, however, the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$8956.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 195A00047010

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AFFIDAVIT

Comes now Mary Howard and after first being duly sworn states as follows:

1. My name is Mary Howard and I am the Corporate Secretary of Resources for Child Care Management, Inc., a New Jersey corporation ("RCCM"), and am duly authorized and have sufficient knowledge to make this affidavit.

2. The purpose of this affidavit is to clarify issues regarding a recently filed application to qualify RCCM to do business in the State of Florida.

3. A wholly-owned subsidiary of RCCM, Resources for Child Care Management of Florida, Inc., a Florida corporation (the "Subsidiary"), was merged into FCCM and a Certificate of Merger was filed with the Florida Department of State on October 2, 1995. Upon the merger of the Subsidiary into RCCM, RCCM was required to qualify to do business in Florida and an application was timely filed, a copy of which is attached.

4. Item 6 of the RCCM Application by a Foreign Corporation for Authorization to Transact Business in Florida provided that RCCM had transacted business in Florida since September 29, 1987 which erroneously reflected the date the Subsidiary had begun business in Florida. The Subsidiary was properly incorporated in Florida on September 29, 1987. RCCM was not required to obtain authorization as a foreign corporation until the Subsidiary was merged with and into RCCM. The proper date for Item 6 should have been October 2, 1995.

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5. Further the affiant with not this the 18 day of October, 1995.

Mary Howard
MARY HOWARD

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, _____, a Notary Public for the State and County
aforesaid personally appeared Mary Howard, personally known by me or having
satisfactorily identified herself, signed the above instrument for the purposes therein
contained this the 23 day of October, 1995.

Shelley Christina Oliver
NOTARY PUBLIC
My Commission Expires:

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RESOURCES FOR CHILD CARE MANAGEMENT, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. New Jersey
(State or country under the law of which it is incorporated)

3. 11/16/84 4. Perpetual
(Date of incorporation) (Duration)

5. 222563137
(Federal Employer Identification number, if applicable)

6. 9/29/87
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Suite 300, 16 S. Street, Morristown, NJ 07960
(Current mailing address)

8. Child care administration, early childhood education and employee supported child care

8. (Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors: Margarette Sallee - President and Chief Executive Officer

Chairman: _____

Address: Suite 300, 16 S. Street, Morristown, NJ 07960

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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President: Margarette Salles, President and Chief Executive Officer
Address: Suite 300, 16 S. Street, Morristown, NJ 07960

Vice President: N/A
Address: _____

Secretary: Mary Howard
Address: 209 Tenth Avenue South, Nashville, Tennessee 37203

Treasurer: Dave Glenson
Address: 209 Tenth Avenue South, Nashville, Tennessee 37203

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

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10. **Name and Street address of Florida registered agent:**
Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.
Office Address: 1201 Hays Street,
Tallahassee, Florida 32301
Zip Code

11. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: THE PRENTICE-HALL CORPORATION SYSTEM, INC.
By: Gloria M. Barry
(Officer)
Gloria M. Barry, Asst. Secy.
(Type Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. Mary M. Howard
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. _____
(Name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE
RESOURCES FOR CHILD CARE MANAGEMENT, INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED NJ BUSINESS WAS FILED IN THIS OFFICE ON NOV. 16, 1984.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE CURRENT.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE

16 SOUTH STREET

SUITE 300

MORRISTOWN

NJ 07960

AND THE REGISTERED AGENT IS ROBERT D LURIE.

SEP. 27, 1995

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Thomas R. Hooley

