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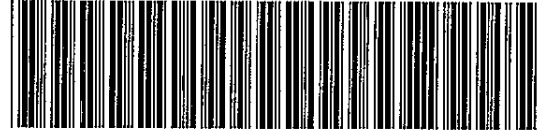
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TALLAHASSEE, FLORIDA

J. BRANN MAY - 2 2005

Law Offices of
MAHAFFEY & LEITCH
3113 Lawton Road, Suite 225
Orlando, FL 32803
(407) 894-2081

John D. Mahaffey, Jr.
Dougald B. Leitch

April 25, 2005

OVIEDO Office
996 Westwood Square, Suite 5
Oviedo, FL 32765
(407) 366-8708

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REPLY TO: ORLANDO


Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Heather Merchant, L.L.C.

Dear Sir or Madame:

Please file the enclosed Articles of Organization of Heather Merchant, L.L.C., along with the Statement Designating Resident Agent and Office. Our check in the amount of \$133.75 is enclosed to cover your fees.

Yours very truly,


John D. Mahaffey, Jr.

JDM/cp

Enclosure

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ARTICLES OF ORGANIZATION OF HEATHER MERCHANT, L.L.C.

The undersigned certifies that she has determined to create a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit. She further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

Article I Name and Principal Place of Business

The name of the limited liability company shall be HEATHER MERCHANT, L.L.C., and its principal office shall be located at 575 North Central Avenue, Oviedo, Seminole County, FL 32765, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

Article II Purposes and Powers

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To provide child care services for children up to age five (5) years, and further to engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

Article III Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time-to-time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article IV Membership Restrictions

The initial member shall have the right to admit new members. Thereafter, members shall have the right to admit new members by

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unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Article V Capital Contributions

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the initial member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the member(s). Members will make contributions in their respective shares.

Article VI Profits and Losses

Each member shall be entitled to an equal distributive share of the profits and losses of the business of the limited liability company. The Distributive share of the profits or losses, as the case may be, shall be determined and paid to or by the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being May 1, 2005.

Article VII Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article VIII Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 3113 Lawton Road, Suite 255, Orlando, FL 32803, and the name of the company's initial registered agent at that address is John D. Mahaffey, Jr., Esquire

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The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of HEATHER MERCHANT, L.L.C.

Executed by the undersigned at Oviedo, FL on the 21st day of April, 2005.

Heather Merchant

Heather Merchant
575 North Central Avenue
Oviedo, FL 32765

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STATEMENT DESIGNATING RESIDENT AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF ORANGE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is HEATHER MERCHANT, L.L.C.

The name of the registered agent for HEATHER MERCHANT, L.L.C. is John D. Mahaffey, Jr., and the street address of the company's principal office where the agent is located is 3113 Lawton Road, Suite 225, Orlando, FL 32803.

This statement is to acknowledge that, as indicated above, HEATHER MERCHANT, L.L.C. has appointed me, John D. Mahaffey, Jr., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 21st day of April, 2005.

Heather Merchant

Heather Merchant
Member

John D. Mahaffey, Sr.

John D. Mahaffey, Sr.
Registered Agent

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