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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

FIVE STARS HOME PRESCHOOL, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FIVE STARS HOME PRESCHOOL, INC.

THE UNDERSIGNED PARTIES TO THESE ARTICLES OF INCORPORATION,
NATURAL PERSONS COMPETENT TO CONTRACT, HEREBY INCORPORATE A
CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I-NAME

THE NAME OF THE CORPORATION SHALL BE: FIVE STARS HOME PRESCHOOL,
INC.

ARTICLE II--PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE: 2457 FLETCHER ST., HOLLYWOOD, FLA., 33024

ARTICLE III-CAPITAL STRUCTURE

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE THOUSAND SHARES OF
COMMON STOCK, EACH SHARE HAVING A PAR VALUE OF ONE DOLLAR.

ARTICLE IV-REGISTERED AGENT

THE NAME & ADDRESS OF THE REGISTERED AGENT IS: MARIE M. MCCLAIN,
1470 S.W. 19TH AVE., FT. LAUDERDALE, FLA., 33312

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TALLAHASSEE, FLORIDA

ARTICLE VIII--PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATED SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE IX-INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE (2) DIRECTORS INITIALLY. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

ROSA WILLIAMS
2457 FLETCHER ST.
HOLLYWOOD, FLA. 33024

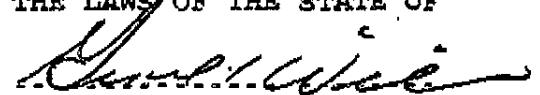
GERALDINE WILLIAMS
2457 FLETCHER ST.
HOLLYWOOD, FLA. 3304

ARTICLE X-TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, UNLESS SOONER DISSOLVED ACCORDING TO LAW. CORPORATE EXISTENCE SHALL COMMENCE ON THE DATE THESE ARTICLES ARE EXECUTED.

ARTICLE XI-OFFICERS

THE CORPORATION SHALL HAVE A PRESIDENT & SECRETARY-TREASURER, AND SUCH OTHER AND/OR ADDITIONAL OFFICERS AS MAY BE CREATED FROM TIME TO TIME BY AND AUTHORIZED BY, ITS BYLAWS. IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS 5TH DAY OF MAY, 2003.

X 
(SEAL)

ARTICLE V-INCORPORATORS

THE NAME & ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE:

ROSA WILLIAMS
2457 FLETCHER ST.
HOLLYWOOD, FLA., 33024

GERALDINE WILLIAMS
2457 FLETCHER ST.
HOLLYWOOD, FLA., 33024

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION.

Geraldine Williams - President
SIGNATURE & TITLE

Rosa Williams - Sec-Treas
SIGNATURE & TITLE

ARTICLE VI-PURPOSE

THE CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- 1) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.
- 2) FOR THE PURPOSE OF ENGAGING IN ANY ONE OR MORE OF THE ACTS HEREIN SET FORTH.

ARTICLE VII-VOTING RIGHTS

EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING SHARES OF COMMON STOCK.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT ON THIS 6TH DAY OF MAY, 2003, PERSONALLY
CAME AND APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITIES, ROSA
WILLIAMS AND GERALDINE WILLIAMS, TO ME WELL KNOWN, AND KNOWN TO ME
TO BE THE PERSONS DESCRIBED IN AND WHO ACKNOWLEDGED TO ME THAT
THEY EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION AS THEIR
FREE AND VOLUNTARY ACT AND DEED AND FOR USES AND PURPOSES
EXPRESSED THEREIN.

IN WITNESS WHEREFOR, I HAVE HEREUNTO SET MY HAND AND SEAL ON THE
DAY AND YEAR FIRST ABOVE WRITTEN.

Gary E. McClain
NOTARY PUBLIC
MY COMMISSION EXPIRES:



Gary E. McClain
Commission # DD 012590
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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) THE NAME OF THE CORPORATION IS: FIVE STARS HOME PRESCHOOL, INC.
- 2) THE NAME & ADDRESS OF THE REGISTERED AGENT & OFFICE IS:
MARIE M. MCCLAIN, 1470 S.W. 19TH AVE., FT. LAUDERDALE, FLA. 33312.

[Signature]

 SIGNATURE CORPORATE OFFICER
President

 TITLE
5-6-03

 DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT..

Marie M. McClain

 MARIE M. MCCLAIN
5/6/03

 DATE

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