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ACCOUNT NO. : 072100000032
REFERENCE : 294095 81294A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
97 MAR 14 PM 3:18
TALLAHASSEE DIVISION

ORDER DATE : March 14, 1997
ORDER TIME : 10:59 AM
ORDER NO. : 294095-005

CUSTOMER NO: 81294A
CUSTOMER: Layne Verebay, Esq
FREEDMAN & VEREBAY, P.A.
190 N.e. 199th St., Suite 204
N. Miami Beach, FL 33179

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****210.00 *****70.00

DOMESTIC FILING

NAME: CORINTHIANS DAYCARE, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS: _____

RECEIVED
97 MAR 14 PM 12:23
DIVISION OF CORPORATION

K.R. MAR 14 1997

ARTICLES OF INCORPORATION
OF
CORINTHIANS DAYCARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is:
CORINTHIANS DAYCARE, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. The principal place of business is

19205 NW 37TH AVENUE
CAROL CITY, FL 33055

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

LAYNE VEREBAY
190 N.E. 199th Street
Suite 204
North Miami, Florida 33179

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

PATRICK ADELEKE
19205 NW 37TH AVENUE
CAROL CITY, FL 33055

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of this corporation are:

President:

PATRICK ADELEKE
19205 NW 37TH AVENUE
CAROL CITY, FL 33055

Vice President:

MARY ADELEKE
19205 NW 37TH AVENUE
CAROL CITY, FL 33055

Treasurer:

PATRICK ADELEKE
19205 NW 37TH AVENUE
CAROL CITY, FL 33055

Secretary:

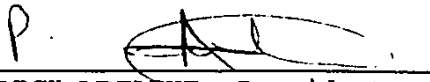
MARY ADELEKE
19205 NW 37TH AVENUE
CAROL CITY, FL 33055

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

PATRICK ADELEKE
19205 NW 37TH AVENUE
CAROL CITY, FL 33055

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
14th day of March, 1997.

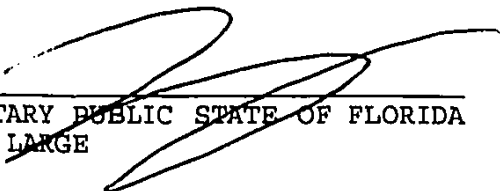


PATRICK ADELEKE, President,
Treasurer, and Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that before me, the undersigned authority,
personally appeared PATRICK ADELEKE to me known to be the person
described in and who executed the foregoing articles of
incorporation, and acknowledges before me that said person
subscribed to those articles of incorporation for the uses and
purposes therein expressed.

WITNESS my hand and official seal in the county and state last
aforesaid this 14th day of March, 1997.



NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
LAYNE VEREBAY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC28417
EXPIRES 12/31/98

ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
CORINTHIANS DAYCARE, INC.

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

190 N.E. 199th Street
Suite 204
North Miami, Florida 33179

ACCEPTED this 14th day of March, 1997.


LAYNE VEREBAY

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TALLAHASSEE, FLORIDA