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April 2, 1999

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Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

VIA UPS OVERNIGHT

Re: Alphabet Farms Preschool, Inc.

Gentlemen:

Enclosed is an original and one copy of the Alphabet Farms Preschool, Inc. and a check in the amount of $78.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

James Sopko

JS/sla
Enclosures
cc: Megan M. Selvaggio, President
[alphabet\lr-corp.art]

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

R. Purintun APR - 7 1999

ARTICLES OF INCORPORATION

OF

ALPHABET FARMS PRESCHOOL, INC.

ARTICLE I

NAME

The name of this corporation shall be: ALPHABET FARMS PRESCHOOL, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue FIVE THOUSAND (5,000) shares of Class A stock and FIFTY THOUSAND (50,000) shares of Class B stock. These classes of stock are equal in preferences, limitations, and relative rights except that Class B stock shall not have any voting rights.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 1700 SW Sunset Trail, Palm City. FL 34990.

ARTICLE VI

DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

MEGAN M. SELVAGGIO
1493 SW Vizcaya Circle
Palm City, FL 34990

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

James Sopko

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ARTICLE VII

INCORPORATOR

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

> James Sopko
> Post Office Box 2421
> Stuart, Florida 34995-2421

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

EFFECTIVE DATE

The effective date of this corporation is April 2, 1999.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of April, 1999.
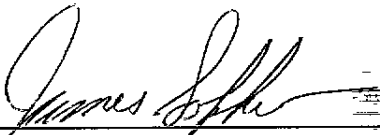
_____
James Sopko

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, ALPHABET FARMS PRESCHOOL, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2nd day of April, 1999.

_____
James Sopko
Registered Agent

99 APR -5 PM 6: 12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS