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Reply to: **ORLANDO**

March 14, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900005133839--1
-03/19/02--01033--005
*****155.00 *****155.00

Via Certified Mail

Return Receipt: 7001 1140 0000 8964 9796

RE: TOUCH OF CLASS REAL ESTATE, LLC.

Dear Madam or Sir,

Enclosed please find the original and one copy of the Articles of Organization and Designation of Registered Agent for TOUCH OF CLASS REAL ESTATE, LLC.

Also enclosed is a check in the amount of \$155.00 to cover the filing of the Articles of Organization, a certified copy of the Articles of Organization, and the filing of Approval of the Registered Agent.

Please send the certified copy of the Articles of Organization and the Designation of the Registered Agent to:

Lane & Associates, P.A.
5301 Conroy Road, Suite 140
Orlando, Florida 32811
Tel. (407) 316-0343
Fax (407) 316-0372

Your attention to this matter is most appreciated.

Sincerely,



Paul Camp Lane
Attorney at Law
Enclosures

Affiliated Offices in:
FRANKFURT a.M. * MÜNCHEN * VADUZ

FILED
2002 MAR 19 AM 8:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 27 2002

**ARTICLES OF ORGANIZATION
OF
TOUCH OF CLASS REAL ESTATE, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, as Organizer, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the Limited Liability Company shall be TOUCH OF CLASS REAL ESTATE, LLC hereinafter referred to as the "Company."

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2201 EAST 5TH STREET, LEHIGH ACRES, FLORIDA 33972.

ARTICLE III -- DURATION

The Company shall commence its existence upon the filing of these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- BUSINESS PURPOSE

The primary business purpose of the Company is to provide various forms of children daycare services. Provided further however, the Company shall be permitted to engage in any form of legal business as permitted under the laws of the State of Florida.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is Paul Camp Lane, 5301 Conroy Road, Orlando, Florida 32811.

ARTICLE VI -- CAPITAL CONTRIBUTIONS

The initial member of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VIII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer interest in the Company as set forth in the regulations of the Company, which shall provide for the consent of the other members. The transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the then remaining members.

ARTICLE X -- MANAGEMENT

The Company shall be managed by Managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. A manager need not be a member. The name and address of the initial Manager are: Patrick Caldwell as President, of 2201 East 5th Street, Unit 3, Lehigh Acres, Florida 33972.

The name and address initial member of the Company are:

NAME

Patrick Caldwell

ADDRESS

2201 East 5th Street, Unit 3
Lehigh Acres, Florida 33972

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Orlando, Orange County, Florida, on this 14th day of March, 2002.


WITNESS:

x Judith Bemberek
JUDITH BEMBEK
Print Name

x Paul Camp Lane
Paul Camp Lane
Organizer

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to (or affirmed) and subscribed before me this 14th day of March, 2002, by Paul Camp Lane, who identified himself to me by producing a valid personal form of identification, as Organizer of Touch of Class Real Estate, LLC.

 Marjorie R Wohl
My Commission CC902730
Expires January 17, 2004

Marjorie R. Wohl
Notary Public -- State of Florida
(SEAL)

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TALLAHASSEE, FLORIDA

Exhibit A

Member Contributions for the Florida Limited Liability Company known as
TOUCH OF CLASS Real Estate, LLC

<u>Member's Name</u>	<u>Percentage Ownership</u>	<u>Capital Contribution</u>
Patrick Caldwell	100%	\$1,000.00

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

- 1.) The name of the limited liability company is Touch of Class Real Estate, LLC.
- 2.) The name and the Florida street address of the registered agent is:

Paul Camp Lane
5301 Conroy Road, Suite 140
Orlando, Florida 32811

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appoint 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.

X 
Paul Camp Lane, Registered Agent

Date: 03/22/02

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