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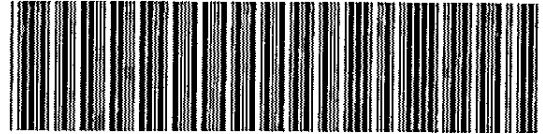
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TALLAHASSEE, FLORIDA

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July 6, 2005

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

Re: **A Better Choice Children's Academy, L.L.C.**

Gentlemen:

Enclosed are an original and one copy of the proposed Articles of Organization of A Better Choice Children's Academy, L.L.C. and Statement Designating Registered Agent and Office. Please file the original of these documents and return a copy of each to us with the file stamp and Document Number.

Also enclosed is a check in the amount of \$125.00 payable to the Secretary of State for your filing and registered agent fees.

If you have any questions, please contact me.

Sincerely,



Robert S. Swaine

RSS:tw  
Enc.  
cc: Clients

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**ARTICLES OF ORGANIZATION  
OF A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.**

The undersigned certifies that they hereby form 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. They further declare 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 **A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.** and its principal office shall be located at 449 Park Street, Sebring, FL 33870, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the limited liability company is 449 Park Street, Sebring, FL 33870.

**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 engage in every aspect and phase of the business of owning and operating a child care facility and to engage in every aspect and phase of related businesses.
2. To engage in any activity or business authorized under the Florida Statutes.
3. 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.
4. 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.

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5. 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.

6. 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 persons 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.

7. 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 this 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

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members of this limited liability company and as set forth in the Operating Agreement of this limited liability company.

#### **ARTICLE IV MANAGEMENT**

Management of this limited liability company shall be by two managing members. The initial managing members, who shall serve until the first annual meeting of members or until their successors are elected and qualify, and their names and addresses are as follows:

Linda Payne  
449 Park Street  
Sebring, FL 33870

Daniel Payne  
449 Park Street  
Sebring, FL 33870

#### **ARTICLE V MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit additional members by consent of a majority in interest of the current members. Contributions required of new members shall be determined as of the time of admission to the limited liability company. All new members must sign a copy of and agree to be bound by the terms of the Operating Agreement of the limited liability company.

A member's interest in the limited liability company may be sold or otherwise transferred upon the terms set forth in the Operating Agreement of the limited liability company.

On 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 upon unanimous consent of the remaining members.

#### **ARTICLE VI DURATION**

This limited liability company shall exist perpetually from the date of filing with the Secretary of State, State of Florida, or until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

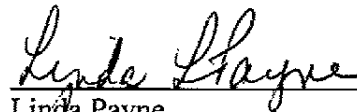
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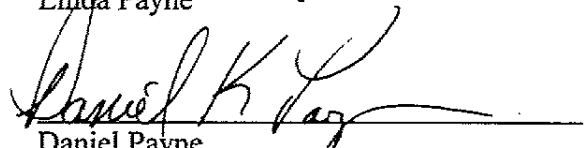
**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 425 South Commerce Avenue, Sebring, FL 33870, and the name of the company's initial registered agent at that address is Robert S. Swaine.

The undersigned, being the members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.**

Executed by the undersigned at Sebring, Florida on this 5 day of July, 2005.

  
\_\_\_\_\_  
Linda Payne

  
\_\_\_\_\_  
Daniel Payne

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**TALLAHASSEE, FLORIDA**

Statement Designating Registered Agent and Office

State of Florida  
County of Highlands


Pursuant to the provisions of Section 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 **A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.**

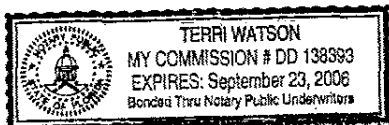
The name of the registered agent for **A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.** is Robert S. Swaine and the street address of the company's principal office where the agent is located is 425 South Commerce Avenue, Sebring, FL 33870.

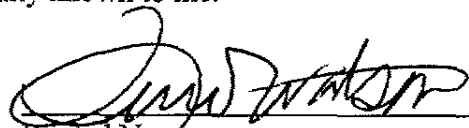
This statement is to acknowledge that, as indicated above, **A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.** has appointed me, Robert S. Swaine, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered 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 6<sup>th</sup> day of July, 2005.

  
Robert S. Swaine, Registered Agent

The foregoing instrument was acknowledged before me this 6 day of July, 2005, by **ROBERT S. SWAINE**, agent on behalf of **A BETTER CHOICE CHILDREN'S ACADEMY, L.L.C.**, a limited liability company, who is personally known to me.



  
Printed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
Expiration Date: \_\_\_\_\_  
Notary Public, State of Florida at Large  
(affix notarial seal)

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