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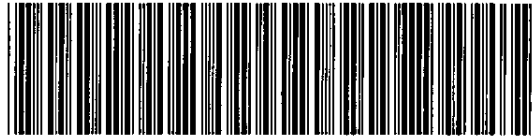
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DIVISION OF CORPORATION
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LAW OFFICES OF
Lorenzo Ramunno, Esq.
ATTORNEY & COUNSELOR AT LAW

Loren Ramunno, Esq.
Member Bar N.Y. & FLA.

RAMUNNO LAW FIRM P. A.
7500 SW 61st Ave. Suite 100
P.O. Box 771313
OCALA, FL. 34477-1313
(352) 854-5570
(352) 854-9267 Fax

April 15, 2008

Department of State
Division of Corporation Filings
409 E. Gaines Street
Tallahassee, Fl. 32399

Department of State
Division of Corporation Filings
P.O. Box 6327
Tallahassee, Fl. 32314

RE: ALL STARS CHILD CARE OF OCALA, L. L. C.

Dear Sir;

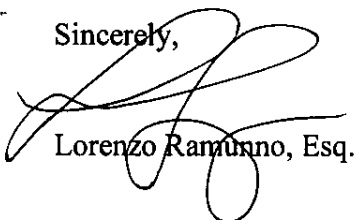
Enclosed herein is an original and two copies of the articles of incorporation of the above named corporation.

Also enclosed is our filing fee of \$130.00 to include a certified copy and a certificate of status

Kindly return the stamped copy as evidence of filing to the Corporation to this office.

Thank You.

Sincerely,



Lorenzo Ramunno, Esq.

**ARTICLES OF ORGANIZATION
OF
ALL STARS CHILD CARE OF OCALA, LLC.**

(A Limited Liability Company)

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming 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. We further declare that the following articles shall be the charter and authority for the conduct of business of such limited liability company.

ARTICLE I. NAME

The name of the limited liability company shall be ALL STARS CHILD CARE OF OCALA, L LC

ARTICLE II. PURPOSES & POWERS

The general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State Of Florida, and the powers of the limited liability company, shall be as follows:

- A. To engage in any activity or business authorized under the applicable laws of the State Of Florida.
- B. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State Of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
- C. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 the articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

Articles of Organization of All Stars Child Care of Ocala, L. L. C.

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- D. 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 thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.
- E. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein 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 such capacity, or under such arrangement, develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may, under the laws of the State Of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- F. 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 herein set forth, 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.
- G. 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 herein contained 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 the laws of the State Of Florida, lawfully carry on, exercise, or do.

ARTICLE III. INITIAL MEMBERS

Initially there shall be Two (2), members. The initial members are:

- 1 WAYNE STERLING HALFILL, III
- 2 ALYSIA NICOLE HALFHILL

ARTICLE IV. CAPITAL CONTRIBUTIONS

A. Initial Capital Contributions

Member WAYNE STERLING HALFILL, III shall make an initial capital contribution in the amount of \$20,000.00, which amount shall be paid to the limited liability company.

Member ALYSIA NICOLE HALFHILL shall make an initial capital contribution in cash or other compensation of \$ 20,000.00

B. Additional Capital Contributions

Additional contributions will be made as required for investment purposes, as determined by the unanimous consent of the members. Members will make such additional contributions in cash or other compensation.

ARTICLE V. PROFITS & LOSSES

A. Sharing Of Profits

The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company or as determined.

B. Losses

All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, they may be paid by the members in like shares.

ARTICLE VI. LIMITED LIABILITY COMPANY 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 members of this limited liability company. This article may be amended, from time to time, in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VII. DURATION

This limited liability company shall exist for a period of twenty-five years, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII. PRINCIPAL OFFICE

The address of the LLC's principal office shall be: 2650 NW 2nd Street Suite 200-300, Ocala, Fl. 34475. However, the LLC shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE IX. MANAGEMENT

This limited liability company shall be managed by manager(s). The name and address of each person who shall serve as a manager until the first annual meeting of the members, or until any successors are elected and qualify, are:

WAYNE STERLING HALFILL, III
13234 SW 29 Circle
Ocala, Fl. 34473

ALYSIA NICOLE HALFHILL
13234 SW 29th Circle
Ocala, Fl. 34473

ARTICLE X. INITIAL REGISTERED OFFICE & REGISTERED AGENT

The address of the initial registered office shall be: 2650 NW 2nd Street Suite 200-300, Ocala, Fl. 34475. The name of the individual who shall serve as this LLC's initial registered agent at that address is: ALYSIA NICOLE HALFHILL

ARTICLE XI. RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

Upon 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 member(s) shall have the right to continue the business upon unanimous consent of such remaining member(s).

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles Of Organization of, All Stars Child Care of Ocala LLC.

Executed by each of the following individuals, on the date indicated next to the individual's signature.

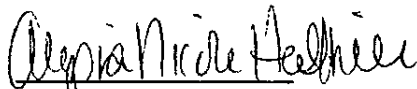

WAYNE STERLING HALFILL, III -Member

April 13, 2008
Date


ALYSIA NICOLE HALFILL - Member

April 14, 2008
Date

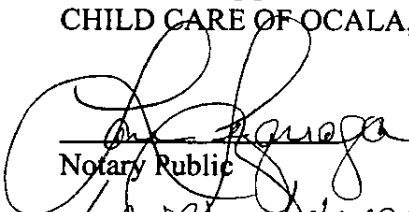
I hereby accept my designation as resident agent and agree to serve as the resident agent of ALL STARS CHILD CARE OF OCALA, LLC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ALL STARS CHILD CARE OF OCALA, LLC.




ALYSIA NICOLE HALFHILL - Registered Agent

State Of Florida
County Of Marion

On 4/14/2008, ALYSIA NICOLE HALFHILL, designated above as the individual who shall serve as the company's initial registered agent, and the individuals, designated above, as the company's members, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Organization of ALL STARS CHILD CARE OF OCALA, LLC.


Notary Public


(Notary Public - Printed Or Typed Name)

NOTARY PUBLIC-STATE OF FLORIDA
Laurie Luzarraga
Commission #DD675300
Expires: JUNE 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.