

L950000004/2

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 31 PM 1:58

5/31/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN
Will Pick Up 5-31

RE: Burles Brown Child Care, L.C.

	C.C. FEE	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s)	50000150815 -05/01/95-01000-001 ****397.50	****397.50
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLE OF ORGANIZATION
OF

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DIVISION OF CORPORATIONS
95 MAY 31 PM 1:58

BUSTER BROWN CHILD CARE, L.C.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be: BUSTER BROWN CHILD CARE, L.C. ("Company").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this company shall be: 603 South 33rd Street, Fort Pierce, Florida 34982.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of organization are filed by the Florida Department of State. The Company's existence shall terminate not later than May 31, 2010, unless the Company is earlier dissolve as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to own, operate, and maintain child care facilities and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company 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:

Name:

Street Address:

Rosita Page

812 Ixoria Avenue
Fort Pierce, Florida 34982

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members 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 upon 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 upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but 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 other members of the Company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 remaining members, provided there are at least two remaining members.

ARTICLE X - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members 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. The name and address of the members of the Company are:

Name:

Street Address:

Michael Page

812 Ixoria Avenue
Fort Pierce, Florida 34982

Rosita Page

812 Ixoria Avenue
Fort Pierce, Florida 34982

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute § 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE XII - REGULATIONS OF COMPANY

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the Company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may proscribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Fort Pierce, Florida, for the foregoing uses and purposes this 30 day of May, 1995.

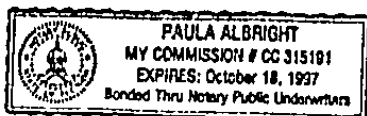
Michael Page
Michael Page

Rosita Page
Rosita Page

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL PAGE, and ROSITA PAGE, to me known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and who executed the foregoing instrument and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 30 day of May, 1995.



Paula Albright
Notary Public

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 31 PM 1:58

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above-stated limited liability company, by the Articles of Organization of DUSTER BROWN CHILD CARE, L.C. at the place designated in the Articles, I hereby accept the 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.


Rosita Page

DATE: May 30, 1995

AFFIDAVIT

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before the undersigned authority personally appeared ROSITA PAGE who on oath says:

1. That she is a member of the Buster Brown Child Care, L.C.
2. That the Buster Brown Child Care, L.C. has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$500.00.
4. That the amount anticipated to be contributed by the member is \$0.00.

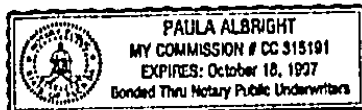
Further Affiant Sayeth Naught.

Rosita H. Page
Rosita Page

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Rosita Page, to me known to be the person described in ~~or who produced~~ _____ as ~~identification~~ and who executed the foregoing instrument and who acknowledged before me that she executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 30 day of may, 1995.



Paula Albright
Notary Public

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996, If Dissolved, Minimum Amount Due To Reinstate: \$730.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED

36 JUN 28 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 263.75 Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee + \$35.00 LATE FEE.
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT # L95000000412**

BUSTER BROWN CHILD CARE, L.C.
603 SOUTH 33RD STREET
FT. PIERCE FL 34947

1a. Principal Place of Business Address
603 SOUTH 33RD STREET
FT. PIERCE FL 34947

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		05/31/1995	FL
City & State		City & State		4. FCI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0588022	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent
PAGE, ROSITA
812 IXORIA AVE. 5170 EDWARDS ROAD
FT. PIERCE FL 349871

8. Name and Address of New Registered Agent
Name _____
Street Address (P.O. Box Number is Not Acceptable) _____
Suite, Apt. #, etc. _____
City _____
Zip Code **FL**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ **DATE** _____
(If Current Agent Accepting Appointment) (If New Agent, Signature Required when Accepting)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	PAGE, MICHAEL	812 IXORIA AVE.	FT. PIERCE FL
MGRM	PAGE, ROSITA	812 IXORIA AVE.	FT. PIERCE FL

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-07/05/96--01084--034
***263.75 ***263.75

[Signature]
7/10/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *[Signature]* 6/26/96 (56) 467-6737 or