

David M. Owen, Jr.
3612 NW 7th Place
Gainesville, FL 32609
(352) 336-1200 phone/fax

L97000001112

October 2, 1997

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

300002312863--7
-10/06/97--01129--005
****346.25 ****346.25

Re: FLORIDA COMMERCIAL MANAGEMENT COMPANY, L. C.

Dear Sirs:

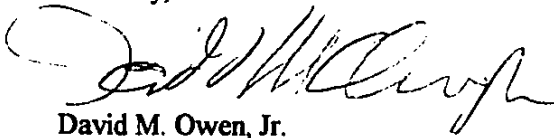
Enclosed please find an original and one (1) copy of the Articles of Organization for the above referenced Limited Liability Company.

Additionally, enclosed please find my check for \$346.25 which includes the filing fees for:

\$250.00 Filing fee for Articles of Organization and Affidavit
\$ 35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status
\$ 52.50 Certified Copy

I understand that you will also issue a letter of acknowledgment free of charge.

Sincerely,



David M. Owen, Jr.

FILED
97 OCT -6 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/6/97
David M. Owen, Jr.

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97 OCT -6 PM 12:13
SECRETARY
TALLAHASSEE
FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLORIDA COMMERCIAL MANAGEMENT COMPANY,
L. C.**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be:

FLORIDA COMMERCIAL MANAGEMENT COMPANY, L. C.

ARTICLE II. TERM OF EXISTENCE

This Limited Liability Company shall exist perpetually.

ARTICLE III. PRINCIPAL OFFICE

The mailing address and street address of the principle office of the Limited Liability Company shall be **3612 NW 7th Place, Gainesville, Florida, 32607.**

ARTICLE IV. REGISTERED AGENT

The name of the registered agent for the Limited Liability Company is **David M. Owen, Jr.**

The registered office address is **3612 NW 7th Place, Gainesville, Florida, 32607.**

ARTICLE V. NATURE OF BUSINESS

This Limited Liability Company may engage in or transact in any legal activities permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE VI. MANAGEMENT

The Limited Liability Company shall be managed by the members and the names and addresses of the initial managing members are:

**David M. Owen, Jr.
3612 NW 7th Place
Gainesville, FL 32607**

**Child Care Management Corporation
18 West Stow Road
Marlton, NJ 08053**

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Additional member(s) may be admitted to the Limited Liability Company upon an affirmative vote of eighty (80%) percent of the then existing members of the Limited Liability Company. Each existing member is entitled one vote.

ARTICLE VIII. MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining member(s) shall have the right to continue the business of the Limited Liability Company. Within sixty (60) days of the termination of membership of a member, a final distribution of the earnings and profits, appreciation, and capital account attributable to the departing member shall be made to the departing member pursuant to the terms and conditions of the Regulations.

ARTICLE IX. LIMITATION OF LIABILITY

Each member, manager, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in the office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a manager, member or officer of the Limited Liability Company or any subsidiary of the Limited Liability Company, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any member, manager or officer may be entitled as a matter of law.

ARTICLE X. SELF DEALING

No contract or any other transaction between the Limited Liability Company and any other entity, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members or managers of the Limited Liability Company is or are interested in a contract or transaction, or are members, managers, partners, directors or officers of any other entity. Any members, managers or officers, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or entity, and each and every person who may become a member, manager or officer of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from this contracting with the Limited Liability Company for the benefit of himself or any firm, association, corporation, or other entity in which he may be in any way interested. Any member, manager or officer of the Limited Liability Company may vote upon any transaction with the Limited Liability Company without regard to the fact that he is also a member, manager, director or officer of such entity.

ARTICLE XI. OFFICERS

The officers of the Limited Liability Company shall be as follows:

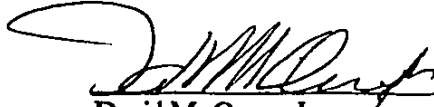
David M. Owen, Jr. President

David M. Owen, Jr. Treasurer

David M. Owen, Jr. Secretary

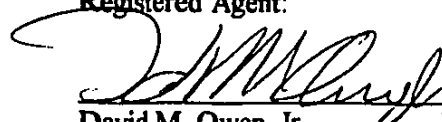
IN WITNESS WHERE OF, the undersigning has hereunto set his hand and seal on this 1st day of October, 1997.

Organizing Member:

 10/3/97
David M. Owen, Jr.

Having been named as registered agent and to accept service of process for FLORIDA COMMERCIAL MANAGEMENT COMPANY, L. C. at the place designated in Article IV, 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 duties and responsibilities as registered agent.

Registered Agent:

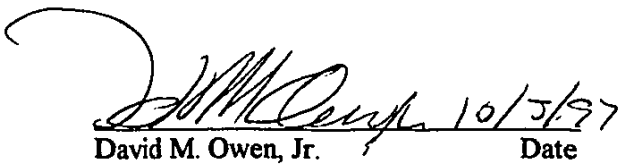
 10/3/97
David M. Owen, Jr. Date

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of FLORIDA COMMERCIAL MANAGEMENT COMPANY, L. C.
deposes and says:

- (1) The above named limited liability company has two (2) members.
- (2) The total amount of cash contributed by the members is \$ 30,000
- (3) No property, other than cash, has been contributed by any member.
- (4) The amount of cash or property anticipated to be contributed by
members is \$500,000
- (5) The total amounts of numbers (2), (3), and (4) above is \$530,000


David M. Owen, Jr.
Member

10/5/97
Date

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97 OCT -6 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA