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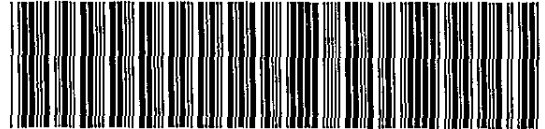
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January 24, 2005

VIA FEDERAL EXPRESS

Florida Department of State

Registration Section

Corporations Division

409 E. Gaines Street

Tallahassee, FL 32399

**Re: Children's Choice Learning Centers, Inc./Our File No. 15387-16
Children's Choice Nevada Property, L.L.C./Our File No. 15387-24**

To Whom It May Concern:

Enclosed please find the following documents for the above companies:

Children's Choice Nevada Property, L.L.C.:

1. Application by Foreign LLC for Authorization to Transact Business (in duplicate);
2. Certificate of Designation of Registered Agent/Office; and
3. Certificate of Good Standing.

Children's Choice Learning Centers, Inc.:

1. Application by Foreign Corporation for Authorization to Transact Business (in duplicate); and
2. Certificate of Good Standing.

Further enclosed is a check made payable to "Florida Department of State" in the amount of \$195.00 for filing fees. Please return the filed Applications to the undersigned at the above address. Thank you for your assistance in this matter. If you have any questions please call me.

Sincerely,

M. A. Ledbetter

Melissa A. Ledbetter
Corporate Paralegal

Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Children's Choice Nevada Property, L.L.C.
(Name of Foreign Limited Liability Company)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2829185
(FEI number, if applicable)
4. June 21, 1999
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 704 Central Parkway East, Suite 1208
Plano, TX 75074
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
Children's Choice Learning Centers, Inc., Manager
704 Central Parkway East, Suite 1208
Plano, TX 75074

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: The transaction of any and all
lawful business for which a limited liability company may be organized.

Nate McClintock
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Nate McClintock, President of Children's Choice Learning Centers, Inc.

Typed or printed name of signee

**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 THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Children's Choice Nevada Property, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

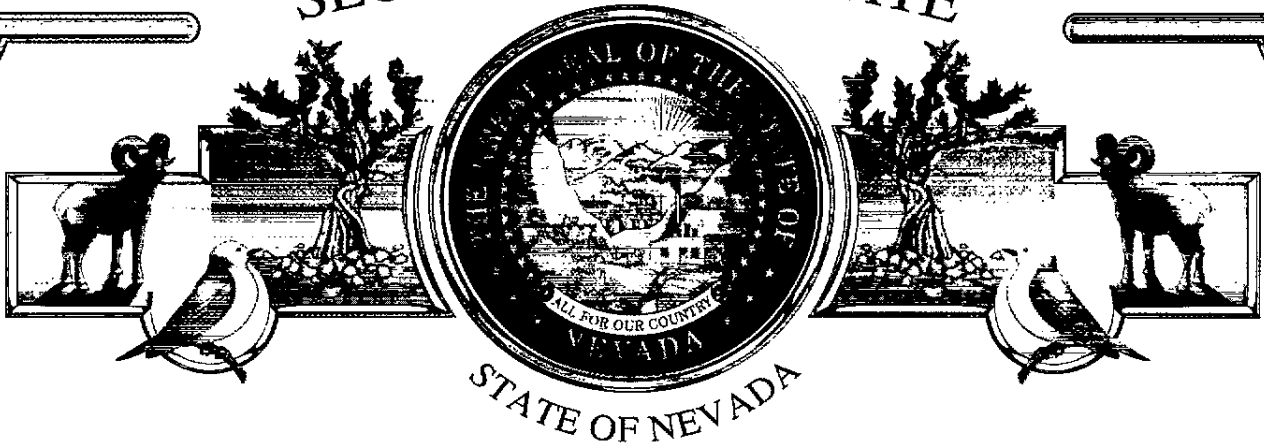
City/State/Zip

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 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 as provided for in Chapter 608, Florida Statutes.

Anthony E. Mackay, Esq.
(Signature) CSC

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

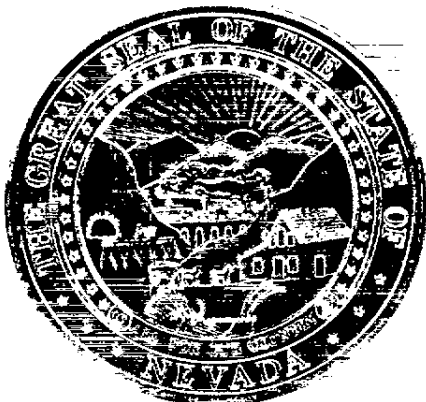
SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CHILDREN'S CHOICE NEVADA PROPERTY, L.L.C.**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 21, 1999, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 11, 2005.

Dean Heller

DEAN HELLER
Secretary of State

By

Chad
Certification Clerk