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December 21, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: For The Love of Children, Inc.
Articles of Incorporation
File No.: 315.003

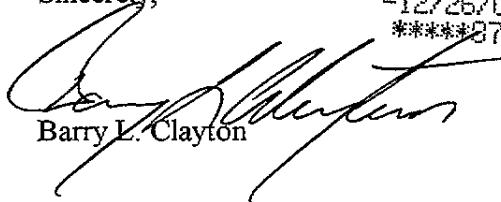
FILED
00 DEC 26 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced not-for-profit corporation along with this firm's trust account check for the sum of \$87.50 in full payment of the filing, registered agent, certified copy and certificate of good standing fees. Please return the certified copy of the Articles of Incorporation and the Certificate of Good Standing to me in the enclosed Federal Express envelope.

Thank you in advance for your immediate attention to this matter.

Sincerely,


Barry L. Clayton

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Enclosures
cc: Alisa Holmes

T. Burch JAN 3 2001

ARTICLES OF INCORPORATION
OF
FOR THE LOVE OF CHILDREN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates herself for the purpose of establishing a corporation not-for-profit under the terms of Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I
NAME

The name of the corporation shall be For The Love Of Children, Inc. For convenience the corporation may be referred to in this instrument as the "Corporation".

ARTICLE II
PURPOSE

A. The Corporation is organized exclusively for promotion of charitable, religious and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with a specific purpose of improving the quality care and education of children by providing support to non-franchised childcare centers and preschools and scholarships to deserving children.

B. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

D. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more childcare centers, schools, churches and/or other organizations that have IRC 501(c)(3) status.

E. The Corporation is organized pursuant to the Florida not-for-Profit Corporation Act and does not contemplate gain or profit and is organized for not-profit purposes.

ARTICLE III
POWERS

The powers of the Corporation shall include and be governed by the following provisions:

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and of the By-laws.

ARTICLE IV REGISTERED AGENT

The Registered Agent for the corporation shall be Barry L. Clayton, whose address is: 1675 Palm Beach Lakes Boulevard, Suite 700, West Palm Beach, Florida 33401.

ARTICLE V TERM

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) member, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and of the By-laws of this Corporation until their successors are duly qualified and elected shall be:

Alisa Holmes	6311 Mullin Street Jupiter, Florida 33458
Veronica Frederick	9911 Willow Crossing Drive Houston, Texas 77064
Patsy Jones	1920 North 43 rd Street Ft. Pierce, Florida 34948

ARTICLE VII INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party,

the indemnification described above shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII BY-LAWS

By-laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall be effective unless approved by members representing at least two-thirds (2/3) of the total votes of the members of the Corporation.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the members called for that purpose by the directors upon fourteen (14) days prior notice and upon seventy-five percent (75%) of the votes cast at such meeting.

Amendments may also be made at a regular meeting of the membership upon notice given as provided in the By-laws of intention to submit such amendments to the membership. Any amendments proposed for a vote at a regular meeting of the members must be approved by seventy-five percent (75%) of the votes cast at such meeting.

ARTICLE X OFFICE

The office street and mailing address of this Corporation shall be 6311 Mullin Street, Jupiter, Florida 33458.

ARTICLE XI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Barry L. Clayton

1675 Palm Beach Lakes Blvd., Suite 700
West Palm Beach, Florida 33401

ARTICLE XII OFFICERS

The affairs of the corporation shall be managed by a President, Secretary and Treasurer. Additional officers charged with the execution of the affairs of the Corporation may be authorized by the Board of Directors. Officers of the Corporation shall be elected as provided in the By-laws of the Corporation.

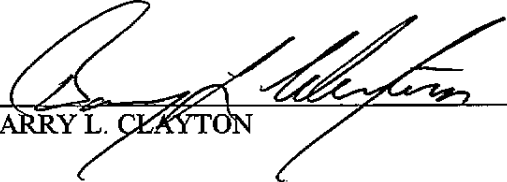
The first officers of the corporation shall serve until such time as they resign, are removed, or their successors are duly qualified and elected, and they shall be:

President Alisa Holmes
6311 Mullin Street
Jupiter, Florida 3458

Secretary Veronica Frederick
9911 Willow Crossing Drive
Houston, Texas 77064


Treasurer Patsy Jones
1920 North 43rd Street
Ft. Pierce, Florida 34948

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of December, 2000.


BARRY L. CLAYTON

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of December, 2000 by Barry L. Clayton who is personally known to me or produced his Florida driver's license as identification and did/did not take an oath.


Notary Public, State of Florida
Name (printed): _____
My commission expires: _____

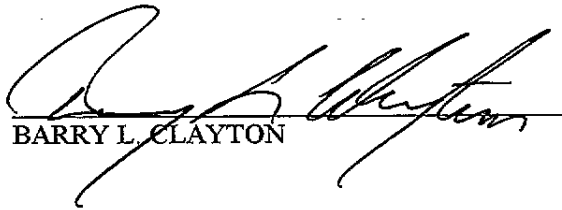


**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
OF
FOR THE LOVE OF CHILDREN, INC.**

For The Love Of Children, Inc. does hereby appoint Barry L. Clayton to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.

Dated: December 1, 2000


BARRY L. CLAYTON