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TRANSMITTAL LETTER

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

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02/02/01-01124-005
*****78.75 *****78.75

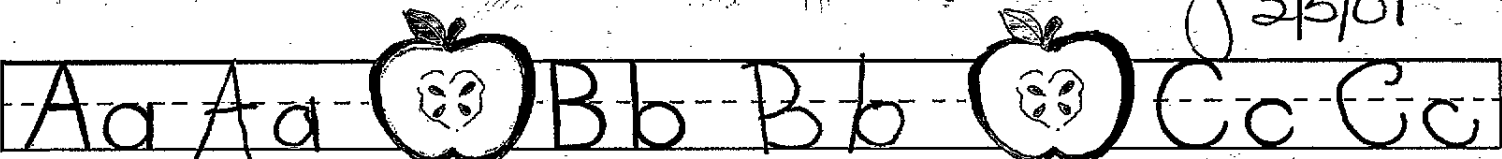
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SUBJECT: Little People's Palace, Inc.

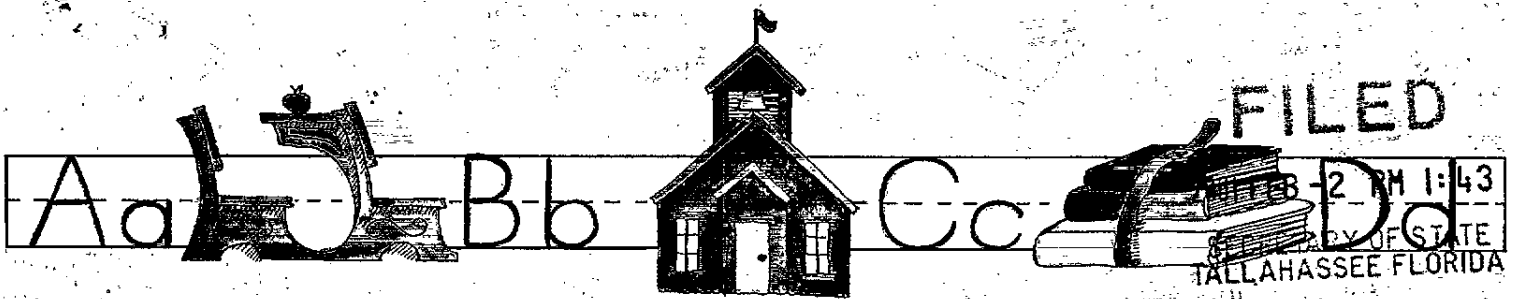
Enclosed is an original and one (1) copy of the Article of Incorporation and our check for \$78.75

FROM: Connie James
7007 S.W. 17th Place
Gainesville, FL 32607
(352) 331-9948

FILED
2001 FEB -2 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA



2/5/01



**ARTICLES OF INCORPORATION
FOR
A FLORIDA NON-PROFIT CORPORATION**

The undersigned incorporator(s) for the purpose of forming a corporation pursuant to Chapter 617, adopt(s) the following Articles of Incorporation.

ARTICLE ONE

*The name of the corporation is: **LITTLE PEOPLE'S PALACE, INC.***

ARTICLE TWO

The principal place of business and mailing address of this corporation shall be:

**LITTLE PEOPLE'S PALACE, INC.
7007 S.W. 17TH PLACE
Gainesville, FL 32607**

ARTICLE THREE

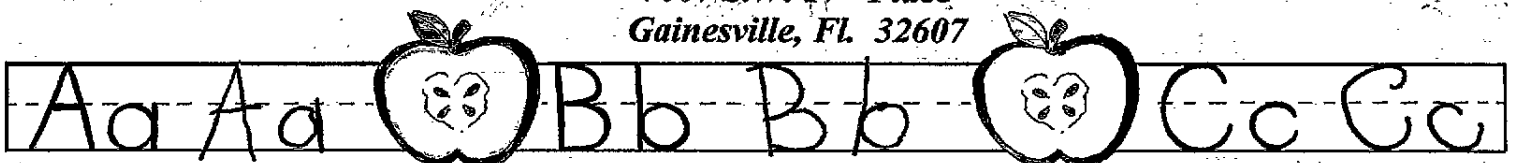
The principal address and the registered office are the same. The initial registered agent is:

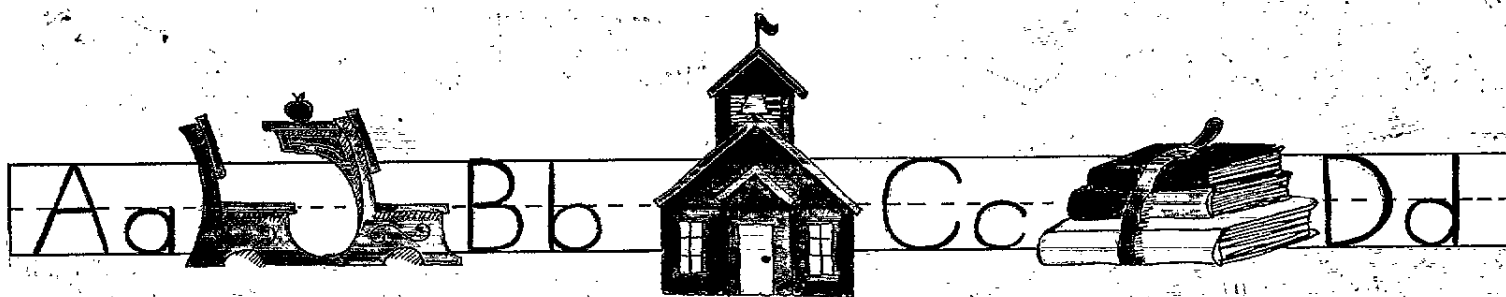
**Connie James
7007 S.W. 17th Place.
Gainesville, FL 32607**

ARTICLE FOUR

The names and address(es) of the incorporator(s)/ director(s) to these Article of Incorporation is (are):

**Connie James, President
7007 S.W. 17th Place
Gainesville, FL 32607**





Michael James, Vice President
7007 S.W. 17th Place
Gainesville, Fl. 32607

Michael James, II, Sec./Treas.(son)
7007 S.W. 17th Place
Gainesville, Fl. 32607

ARTICLE FIVE

The initial Board of Directors shall consist of three members at this time. However, the manner of election will be stated in the by-laws.

ARTICLE SIX

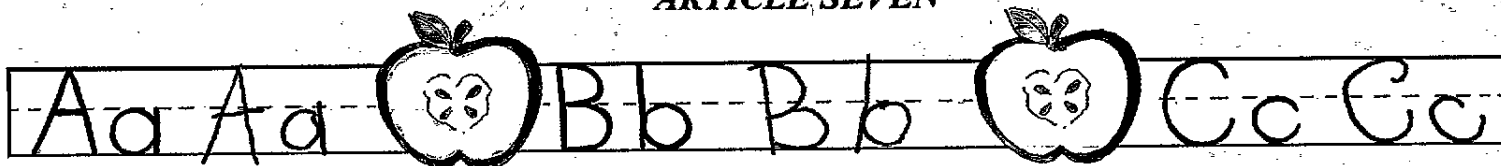
This corporation is a non-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to:

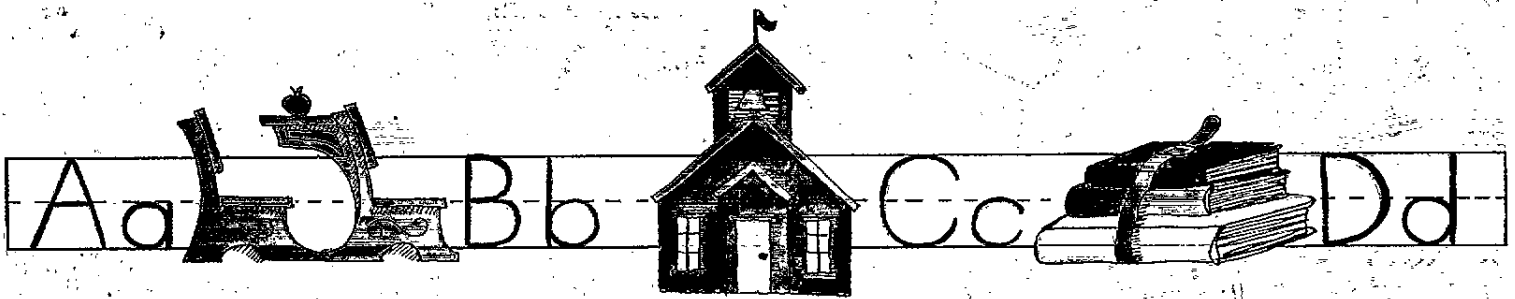
- To provide quality childcare and afterschool care for the children***
- To provide school readiness***
- To provide this service to low-income and disadvantaged children***

To render all services and advice related above.

Provided, however the corporation shall not engage in any action which is not permitted to be carried on by non-profit corporation under the Internal Revenue Code and no part of the net earnings of the corporation shall inure to the benefits of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empowered to pay any reasonable compensation to these people for service rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE SEVEN





The corporation is organized (and shall be operated) on a non-stock basis within meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type of any class of stock, but may issue membership certificates section of any future federal tax code.

ARTICLE EIGHT

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

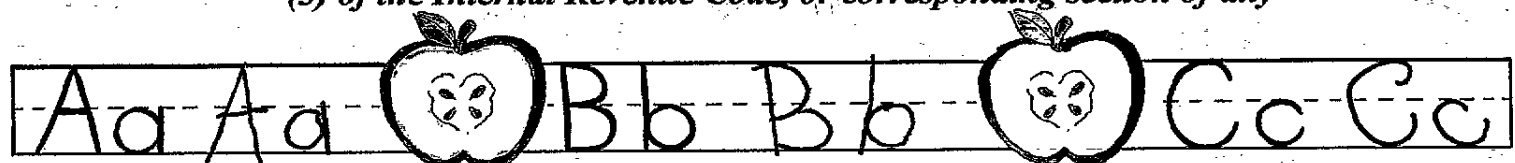
ARTICLE NINE

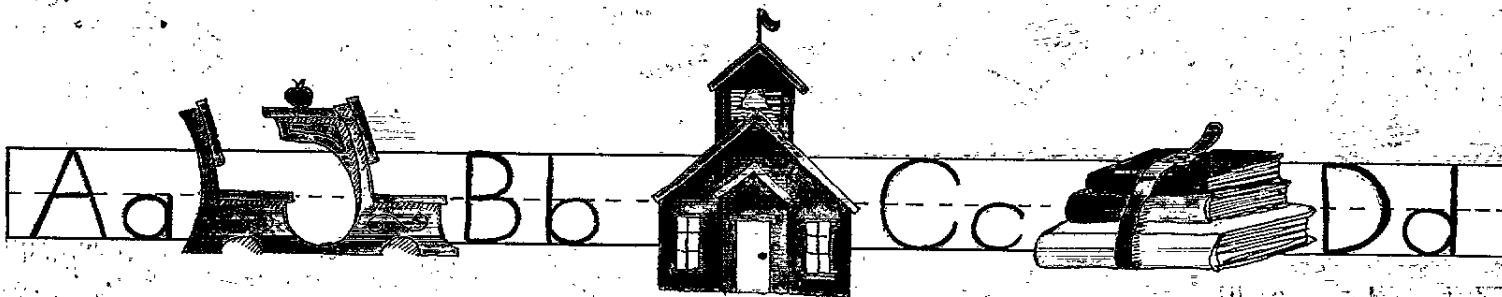
No part of the net earnings of the organization shall inure to the benefit of, or distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay payments and distributions in furtherance of the purposes set fourth in the purpose clause hereto:

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Not withstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE TEN

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C) (3) of the Internal Revenue Code, or corresponding section of any

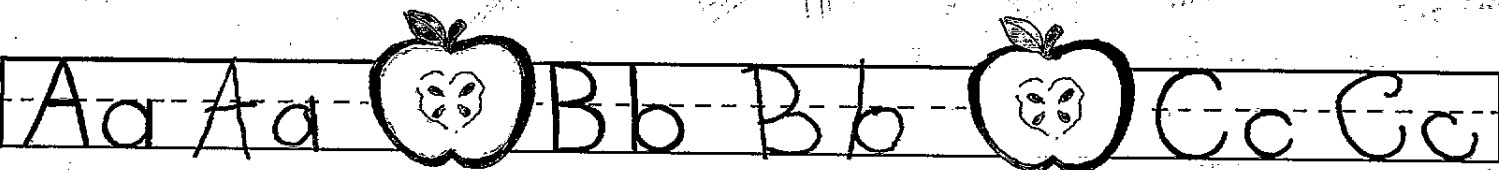


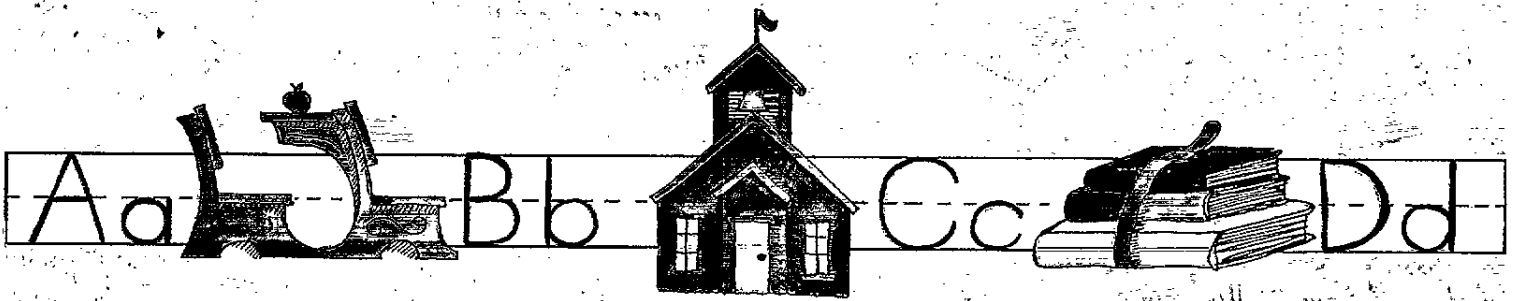


future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 27th day of January 2001.

Incorporator(s) Crown James





**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

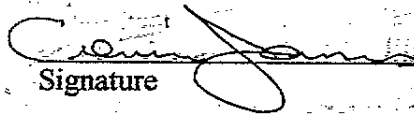
Pursuant to the provisions of section 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

The name of the Corporation is: **Little People's Palace, Inc.**

1. The name and address of the registered agent and office is:

**Connie James
7007 S.W. 17th Place
Gainesville, Fl. 32607**

Having been named as registered agent and to accept service of process for the above stated corporation 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 obligations of my position as registered agent.


Signature


Date

FILED
2001 FEB -2 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

