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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Dear Sir or Madam:

Enclosed are two (2) copies of the Articles of Incorporation of **A Brighter Child Learning Center, INC.** and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee, and cost of a certified copy of the Articles. Please send a certified copy to me at the following address:

Rev. Dr. Zachery S. Hudson
421 W Ross
Tampa, Florida 33602

Thank you for your prompt attention to this matter.

Sincerely,

Rev. Dr. Zachery S. Hudson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
Of
A BRIGHTER CHILD LEARNING CENTER, INC.
(A NON-PROFIT CORPORATION)

The undersigned incorporator, for the purpose of forming a non-profit corporation under the provisions of Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME AND ADDRESS

The name of this corporation is **A BRIGHTER CHILD LEARNING CENTER, INC.**

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

10302 N Nebraska Avenue
Tampa, Florida 33612

ARTICLE II. NATURE OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. PURPOSE

This corporation is organized not for profit under the laws of the State of Florida and the objects and purposes to be transacted and carried on are to promote the general social welfare of the community and for that purpose:

1. To establish a child development center for the purpose of providing education, developmental training and day care services to children.

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

ARTICLE V. CAPITAL STOCK

This corporation shall have no capital stock.

ARTICLE VI. ORGANIZATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article IV hereof. No substantial part of the activities of the corporation shall be the, carrying on of propaganda or otherwise attempting to influence legislation; and the corporation 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE VII. MEMBERSHIP

This corporation shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the bylaws.

Members of the corporation shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment; but reasonable membership dues may be determined and fixed by the bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three directors constituting the initial Board of Directors. The qualification for directors and the manner of their admission shall be regulated by the Bylaws; however, there shall never be less than three directors nor more than fifteen directors.

ARTICLE IX. INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

Reverend Dr. Zachery S. Hudson, President
421 W Ross
Tampa, Florida 33602

Mrs. Freddye J. Hudson, Vice President
421 W Ross
Tampa, Florida 33602

Mrs. Earline Kennedy, Director
6508 N 20th Street
Tampa, Florida 33610

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered office of this corporation in the State of Florida shall be:

Mrs. Freddye J Hudson
421 W Ross
Tampa, Florida 33602

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Reverend Dr. Zachery S. Hudson
421 W Ross
Tampa, Florida 33602

ARTICLE XII. DISSOLUTION

Upon dissolution of the corporation, 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended at a special call meeting of the membership for that purpose by a majority vote of those present. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting by at least a majority of the members entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed and subscribed his name to the foregoing Articles of Incorporation on this 22 day of May, 2001

Zachery S. Hudson
Rev. Dr. Zachery S. Hudson

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of May, 2001 by Rev. Dr. Zachery S. Hudson who is personally known to me or who has produced for identification and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.

Howard McKnight

Notary Public

My commission expires:



Howard McKnight
MY COMMISSION # CC968701 EXPIRES
December 16, 2004
BONDED THRU TROY PAIN INSURANCE, INC.

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

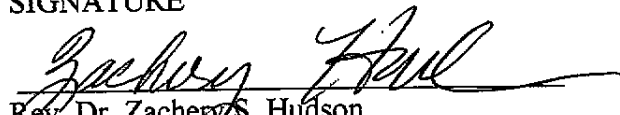
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Pursuant to the provisions of section 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of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

1. The name of the corporation is **A BRIGHTER CHILD LEARNING CENTER, INC.**
2. The name and address of the registered agent and office is:

Mrs. Freddye J. Hudson
421 W Ross
Tampa, Florida 33602

SIGNATURE


Rev. Dr. Zachery S. Hudson

TITLE: *President*

DATE 5/22/01

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 THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Mrs. Freddye J. Hudson

DATE May 22, 2001