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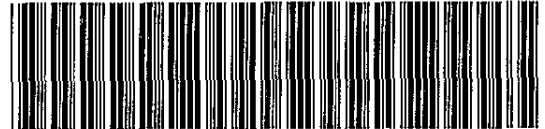
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December 14, 2004

Division of Corporations  
Rose Ann Varnadore  
Senior Section Administrator  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Winter Park Day School, Inc.  
Document No. P03000073824

Dear Ms. Varnadore:

Enclosed herewith is a certified copy of Judgment Approving Petition for Conversion from Profit to Not for Profit Corporation, together with Articles of Incorporation and Registered Agent Designation. Also enclosed is our firm check in the amount of \$87.50 to cover the cost of Filing Fee, Registered Agent fee, Certified Copy and Certificate of Status, as well as a self-addressed, stamped envelope for your convenience in returning the documents to our office.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,



Kenneth R. "Kip" Marchman

KRM/sdt  
Enclosures  
CC: Winter Park Day School, Inc.

IN THE CIRCUIT COURT FOR THE NINTH JUDICIAL CIRCUIT  
IN AND FOR ORANGE COUNTY, FLORIDA

IN RE: THE PETITION OF:  
WINTER PARK DAY SCHOOL, INC.

FILE NO. 48-2004-CA-009788-O

JUDGMENT APPROVING  
PETITION FOR CONVERSION FROM PROFIT TO  
NOT FOR PROFIT CORPORATION

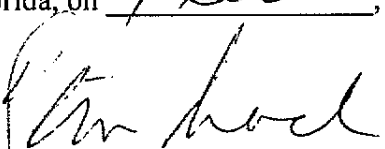
Petitioner, Winter Park Day School, Inc. filed its petition to convert the nature of Winter Park Day School, Inc. from a for profit corporation to a not for profit corporation on December 3, 2004, with proposed articles of incorporation attached.

This court finds that the petition and articles are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that petitioner, Winter Park Day School, Inc. be converted in form from a for profit corporation to a not for profit corporation under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of Winter Park Day School, Inc. become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

ORDERED in Orlando, Orange County, Florida, on 7 Dec, 2004.

  
Circuit Judge

STATE OF FLORIDA, COUNTY OF ORANGE

that the above and foregoing is a true copy of the original filed for record

LYDIA GARDNER, Clerk of the Circuit Court

Dated 12/14/04 By Melissa Wrecker



ARTICLES OF INCORPORATION  
OF  
WINTER PARK DAY SCHOOL, INC.

We, the undersigned, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, do adopt the following articles of incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is Winter Park Day School, Inc.

ARTICLE TWO

DURATION

The duration of the corporation will be perpetual.

ARTICLE THREE

PURPOSES

The purposes of the corporation are such as are authorized under Chapter 617 of the Florida Statutes, and include the following:

- a. To provide education for pre-kindergarten children;
- b. To exercise all rights and powers that are now or may be granted to corporations not for profit by law.

ARTICLE FOUR

MEMBERS

There shall be only one class of membership in this corporation. The members shall be the teachers qualified with the Department of Child and Family Services with the

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State of Florida to serve as teachers of the preschool. The two teachers, Heather Sargent and Teresa O'Bryan shall be the initial members. Members shall be selected in accordance with the provisions of the Bylaws.

#### ARTICLE FIVE

##### REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 760 N. Lakemont Avenue, Winter Park, Florida 32792. The name of the initial registered agent of the corporation at such address is Heather Sargent.

#### ARTICLE SIX

##### DIRECTORS

The number of persons constituting the first board of directors is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

Heather Sargent      1930 Yorkshire Drive, Winter Park, FL 32792

Teresa O'Bryan      2006 Oakhurst Avenue, Winter Park, FL 32792

The directors shall be elected by the members in accordance with the provisions of the Bylaws.

#### ARTICLE SEVEN

##### INCORPORATOR

The name and address of the incorporator is:

Heather Sargent      1930 Yorkshire Drive, Winter Park, FL 32792

#### ARTICLE EIGHT

##### AMENDMENTS TO ARTICLES

Amendments to these articles of incorporation may be proposed by either of the directors. Amendments may be adopted by a vote of both directors and both members. Additional requirements concerning proposal and adoption of amendments to the articles shall be as set forth in the bylaws.

Executed on the 24 day of November, 2004.

Heather Sargent  
Heather Sargent, Incorporating Director

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, an officer duly authorized to take acknowledgements, this 24 day of November 2004 personally appeared HEATHER SARGENT, who has produced a Florida Driver's License as identification or who is personally known to me, who did take an oath and after being duly sworn, says that he is the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of November.



Susan D. Tucker  
NOTARY PUBLIC

ACCEPTANCE

I HEREBY CERTIFY that I am a permanent resident of Orange County, Florida, residing at the place indicated above and I hereby accept the foregoing designation as Registered Agent.

Heather Sargent  
Heather Sargent