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February 22, 1996
Via Hand-Delivery

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

FILED
FEB 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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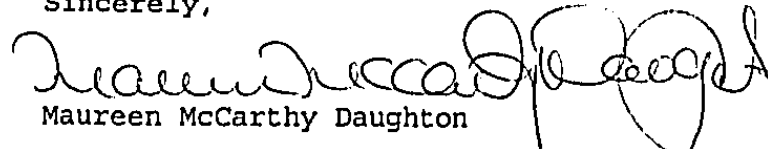
RE: Calhoun Street Downtown Babies, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$122.50 for the filing fee and a certified copy of the Articles.

Thank you for your attention to this matter.

Sincerely,


Maureen McCarthy Daughton

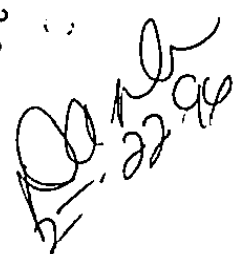
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Enclosures

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Pick-up
2/23/96 9:00

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96 FEB 22 PM 3:27
DIVISION OF CORPORATIONS


2/22/96

ARTICLES OF INCORPORATION FOR
CALHOUN STREET DOWNTOWN BABIES, INC.

FILED
96 FEB 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation and states as follows:

ARTICLE I

Name

The name of the corporation shall be the "Calhoun Street Downtown Babies, Inc."

ARTICLE II

Principal Place of Business
and Mailing Address

The principal place of business and mailing address of this corporation shall be 315 South Calhoun, Suite 800, Tallahassee, Florida 32301.

ARTICLE III

Duration

This corporation shall have a perpetual duration.

ARTICLE IV

Purpose

SECTION 1. This Corporation is organized for the purpose of providing an employer-sponsored child care center for the tenants of Barnett Bank Building located at 315 South Calhoun

Street, Tallahassee, Florida, and other employers. The child care center established shall be open to the general public. In furtherance of such objectives, the Corporation is authorized to solicit and receive private and public contributions to provide funds for the administration of its corporate purposes and to receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, or educational purposes either directly or by contribution to organizations organized as nonprofit.

SECTION 2. Notwithstanding any other provision of these Articles of Incorporation, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

SECTION 3. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Registered Agent

The street address of the initial registered office of the corporation is:

Nabors, Giblin & Nickerson, P.A.
315 South Calhoun Street, Suite 800
Tallahassee, Florida 32301

The name of the initial registered agent is:

Maureen McCarthy Daughton

ARTICLE VI

Board of Directors

The affairs of this Corporation shall be managed by a governing board called the Board of Directors which shall consist of not less than three nor more than seven Directors. Members of the Board of Directors shall be selected in a manner provided by the By-laws of the Corporation. The Board of Directors may select an executive committee and delegate such duties to the executive committee as provided in the By-laws of the Corporation.

ARTICLE VII

Dissolution

In the event of a dissolution of this Corporation, the residual assets of the organization will be turned over to one or more organizations which are exempt as organizations described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended,

and which, in the opinion of the Board of Directors, may best advance the purposes of this Corporation.

ARTICLE VIII

Officers

The officers of the Corporation shall be the President and the combined office of Secretary/Treasurer. The officers shall perform such duties and hold office for such terms as shall be provided by the By-laws of the Corporation.

ARTICLE IX

By-Laws

The By-laws of the Corporation may be made, altered, or rescinded from time to time at any regular meeting of the Board of Directors of the Corporation upon a majority vote of the Directors present and voting provided that written notice of any proposed amendment has been given to the Directors no later than the previous meeting of the Board of Directors.

ARTICLE X

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended from time to time at any regular meeting of the Board of Directors of the Corporation upon a majority vote of the Directors present and voting provided that written notice of each proposed amendment has

been given to the Directors no later than the previous meeting of the Board of Directors.

ARTICLE XI


Initial Incorporators

The names and addresses of the initial incorporators are as follows:

Robert L. Nabors
315 South Calhoun Street, Suite 800
Tallahassee, Florida 32301

Joan B. Nabors
1400 Village Square Boulevard
Unit 3-221
Tallahassee, Florida 32312

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, has executed these Articles of Incorporation on this 22nd day of February, 1996.


JOAN B. NABORS

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.

1. The name of the corporation is:

Calhoun Street Downtown Babies, Inc.

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

Maureen McCarthy Daughton
Nabors, Giblin & Nickerson, P.A.
315 South Calhoun Street, Suite 800
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I, Maureen McCarthy Daughton, 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)

2/22/96
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA