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/1 0 MIDLEVEL INFORMATION CORPORATION 2 11 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC LINE INFORMATION
YOU ARE REQUESTED TO EXMIT THE FOLLOWING DOCUMENT
TYPE: EFIL02

TYPE: EFIL02
CORPORATE NAME: CECILE'S DAY CARE CENTER, INC

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (305)881-0707
MAILING NAME/ADDRESS: D. FINEST LIMO. INC.
13850 NW 26TH AVE
MIAMI

FL 33054- US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER/SELECTION AND CIRCUMSTANCES OF CORPORATIONS

2:28 PM

PUBLIC ACCESS SYSTEM
 ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: D. FINEST LIMO, INC.
 DEPARTMENT OF STATE 13850 NW 26TH AVE
 STATE OF FLORIDA
 409 EAST GAINES STREET MIAMI FL 33054-
 TALLAHASSEE, FL 32399 CONTACT: MS DEE

FAX: [REDACTED] PHONE: (305) 687-1883
FAX: (305) 681-0707

(((H96000008189))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: CECILE'S DAY CARE CENTER, INC
FAX AUDIT NUMBER: H98000008169
DATE REQUESTED: 06/11/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:28:15
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076103000073

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((K98000008189)))

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** ENTER 'M' FOR MENU. **

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ENTER/SELECTION AND <CR>FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

2:28 PM

--KEY--

1. ENTER PASSWORD
2. REQUEST FOR ELECTRONIC FI

PASSWORD/NEWPASSWORD

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01-11-2000

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H9600000169

**ARTICLES OF INCORPORATION OF
CECILE DAY CARE CENTER, INC
FLORIDA NOT FOR PROFIT CORPORATION**

FILED
96 JUN 13 PM 5 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be CECILE DAY CARE CENTER, INC.

The principal address of the corporation at the time of incorporation is 6911 N.W. 3rd Avenue, Miami, Florida 33150, County of Dade, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the filing of these Articles by the Department of State.

ARTICLE III. PURPOSE

(a) The general purposes for which this corporation is organized are: To cultivate, promote, promulgate and to extend services to any and all who have a need for child care services; to provide adequate and appropriate facilities to accommodate any and all qualified groups of children. Regardless of national and ethnic origin, race, color or creed in the maintenance of child care services in compliance with the ordinances and Laws of Dade County, the State of Florida, and the Department of Health and Rehabilitative Services of the State of Florida.

(b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of section 501(c) (3) of the Internal Revenue Code.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) of this Article III.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

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PREPARED BY: DFL CORP., 13800 NW 26 AVE, MIAMI, FL 33064 (305) 687-1663 C:(Artdaycare)

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The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons, as from time to time hereinafter, may become members in the manner prescribed by the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED

The street address of the corporation's initial registered office is 6911 N.W. 3rd Avenue, Miami, Florida 33150, County of Dade, Florida, and the name of the corporation's initial registered agent at such address is Cecile Lauriston.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Cecile Lauriston	460 N.W. 89th Street Miami, Florida 33150
Ludie Rose	20025 N.W. 3rd Court Miami, Florida 33169
Marie Mesadieu	245 N.E. 45th Street Miami, Florida 33137

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis. This corporation is not for profit corporation as defined by members of the corporation.

The Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors or managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

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ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

Name

Cecile Lauriston

President

Ludie Rose

Vice President

Marie Mesadieu

Treasurer/ Secretary

(e) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE IX. INCORPORATORS

The name and address of the incorporator are as follows:

NAME**ADDRESS**

Cecile Lauriston

460 N.W. 89th Street
Miami, Florida 33150

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ARTICLE X. INCOME FROM PUBLIC EVENTS

The corporation intends to apply for tax-exempt status. If this corporation holds any events in which members of the general public are invited to participation for fee, the net proceeds if any, attributable to such participation by nonmember will be paid over to an organization that is exempt from federal income tax under the Section 501 (c) (3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to bylaws shall be binding on all members of this corporation.

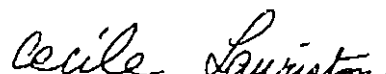
ARTICLE XII. AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendment may be adopted by a vote of at least two-thirds of quorum of the voting .

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

If corporation will seek tax-exempt status under the Internal Revenue Code 1986, state: In the event of dissolution, the residual assets of the corporation will be turned over to one or organizations which themselves are exempt as organizations described in Sections 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes. Notwithstanding any other provision of these articles, this organization 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 many future United States Internal Revenue Law.

In Witness Whereof, The Undersigned Subscriber (s) Have Executed These Articles Of Incorporation This 11th Day of June, 1996.


Cecile Lauriston

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PREPARED BY: DFL CORP., 13850 NW 26 AVE, MIAMI, FL 33054 (305) 687-1663 C:(ArtMaxcare)

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State Florida)SS
County Of Dade

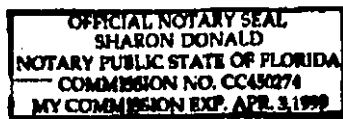
Before Me, A Notary Public Authorized To Take Acknowledgments In The State And County
Set Forth Above, Personally Appeared Cecile Lauriston.

Cecile Lauriston
Cecile Lauriston

Known To Me And Known To Be Person (s) Who Executed The Foregoing Article Of
Incorporation, And Who Acknowledged Before Me That Cecile Lauriston, executed these
Articles Of Incorporation.

In Witness Whereof, I Have Hereunto Affixed My Hand And Seal, In The State And County
Aforesaid This 11th Day of June, 1996.


NOTARY PUBLIC



H9600000169

PREPARED BY: DFL CORP., 13858 NW 26 AVE, MIAMI, FL. 33054 (305) 687-1663 C:(Artdaycare)

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 607.34, Florida Statutes, the following is submitted, in compliance with said act:

First that **Cecile Day Care Center, Inc.** desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami, County of Dade, State of Florida, has named **Ludie Rose** as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act., relative to keeping said office.



Ludie Rose
Registered Agent

FILED
96 JUN 13 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PREPARED BY: DFL CORP., 13850 NW 26 AVE, MIAMI, FL 33084 (305) 687-1663 C:(Artelavcare)