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ARTICLES OF INCORPORATION
OF
CAROUSEL CHILD CARE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
JUL 27 1996
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The undersigned person, acting as the incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is CAROUSEL CHILD CARE, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purpose for which the corporation is organized:

(a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of charity and for other charitable purposes, by the distribution of its funds for such purposes.

(b) The general purpose for which this corporation is formed is to operate exclusively for such charitable purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation is organized under a non stock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the corporation, the manner of their admission, and different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability

JOSEPH M. LEE, ESQ.

FDN. 0001392

6801 Lake Worth Rd. # 127

Lake Worth, FL 33467

(561) 968.3888

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for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 1319 West Broward Street, City of Lantana, County of Palm Beach, State of Florida. The name of its initial registered agent at such address is: Carole McDonald.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of the corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on August 30, 1996, at 3:00 p.m. at 1319 West Broward Street, Lantana, Florida 33462, its principal office, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the third annual meeting of members following the election of directors. Meetings shall be held at 7:00 p.m., on the second Thursday in August of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other documents filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

NAME
Carole McDonald

ADDRESS
1319 West Broward Street
Lantana, FL 33462

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Joyce Pratt

3882 Kewanee Road
Lantana, FL 33462

Maryanne Douglass

821 South "K" Street
Lake Worth, FL 33460

ARTICLE VII

The name and address of the incorporator is:

NAME
Carole McDonald

ADDRESS
1319 West Broward Street
Lantana, FL 33462

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors.

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

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ARTICLE XII

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

I, the undersigned, being the incorporator of this corporation, for this purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 24th day of August, 1996.


CAROLE McDONALD

STATE OF FLORIDA

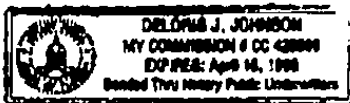
COUNTY OF PALM BEACH

On this day personally appeared before me, a Notary Public, in and for the State of Florida at Large, Carole McDonald to me well known to be the person described or who produced driver's license as identification and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal at Lake Worth, Florida, this 24th day of August, 1996.


Notary Public

My Commission expires:



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**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CAROUSEL CHILD CARE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1319 West Broward Street, Lantana, Florida 33462, does hereby designate 1319 West Broward Street, Lantana, Florida 33462, as its registered office and designate Carole McDonald as its registered agent at said address to accept service of process within this state.


Carole McDonald,
Incorporator

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above stated corporation, at 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 open said office.


Carole McDonald,
Registered Agent

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