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TRANSMITTAL LETTER

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06/22/98-01018-010

****122.50 ****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: A STEP AHEAD LEARNING CENTER, INC.

Enclosed is an original and one (1) copy of the Articles
of Incorporation and our check for \$122.50

FROM: DENISE DAISE-JACKSON
519 W. 19TH STREET
JACKSONVILLE, FL 32206

Denise GAVE
AUTHORIZATION BY PHONE TO

CORRECT Articles - Affidavit

DATE 6-29-98

DOC. EXAM. P. Callaway

FILED
98 JUN 29 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 23 1998

PPC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 23, 1998

DENISE DAISE-JACKSON
519 W. 19TH STREET
JACKSONVILLE, FL 32206

SUBJECT: A STEP AHEAD LEARNING CENTER, INC.
Ref. Number: W98000014357

We have received your document for A STEP AHEAD LEARNING CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00034461

Attn - Ms. Calloway

Affidavit

I, Denise Daise-Jackson,
have no intention of revoking
my profit status at any
time

Any Questions please call

904-737-7005 home
904-356-6780 work

Thank You
Denise Daise-Jackson
A STEP AHEAD LEARNING
CENTER, INC.

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98 JUN 29 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

A FLORIDA NON-PROFIT CORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: A STEP AHEAD LEARNING CENTER, INC.

ARTICLE II

The corporation is organized pursuant to the provisions of Florida Business Corporation Code, and the duration of the Corporation shall be perpetual.

ARTICLE III

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

A STEP AHEAD LEARNING CENTER, INC.
519 W. 19TH STREET
Jacksonville, Fl. 32206

ARTICLE V

The principal address and the registered office are the same.
The name and address of the initial registered agent is:

Denise Daise-Jackson
519 W. 19th Street
Jacksonville, FL 32206

ARTICLE VI

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Denise Daise-Jackson, President
519 W. 19th Street
Jacksonville, FL 32206

Levert Jackson, Vice President
519 W. 19th Street
Jacksonville, FL 32206

Doreen Johnson, Sec./Treas.
519 W. 19th Street
Jacksonville, FL 32206

ARTICLE VII

The initial Board of Directors shall consist of no members at this time. However, the manner of election will be stated in the By-Laws

ARTICLE VIII

This corporation is a nonprofit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to:

- (a) To provide quality daycare and afterschool care
- (b) To provide school readiness
- (c) To provide this service to low-income and disadvantaged children

To render all services and advice related above.

Provided, however the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefits of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empower to pay any reasonable compensation to these people for service rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IX

The corporation is organized (and shall be operated) on a non-stock basis within meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type of any class of stock, but may issue membership certificates if so provided in the by-laws.

ARTICLE X

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

No part of the net earnings of the organization shall inure to the benefit of, or distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereto.

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

Upon dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 15 day of June 19 98

Herbert David Jackson
Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 STEP AHEAD LEARNING, CENTER, INC.
2. The name and address of the registered agent and office is:

DENISE DAISE-JACKSON, PRESIDENT
519 W. 19TH STREET
JACKSONVILLE, FL. 32206

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 obligations of my position as registered agent.

Denise Daise-Jackson
(Signature)

15 June 98
(Date)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA