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TRANSMITTAL LETTER

Monday 14th December 1998

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

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-12/22/98--01036--003
****131.25 *****87.50

SUBJECT: HAPPY DAY EDUCATIONAL AND DEVELOPMENT CENTER, INC.

Enclosed is an original and one copy (1) copy of the articles of incorporation and a check for: \$131.25 filing fee for certified copy and certificate.

FROM: FANNIE LOVE
20625 NW 33RD COURT
MIAMI, FLORIDA 33056
(305) 624 - 4845

FILED
98 DEC 22 AM 10:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

HAPPY DAY EDUCATIONAL AND DEVELOPMENT CENTER, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

HAPPY DAY EDUCATIONAL AND DEVELOPMENT CENTER, INC.

ARTICLE II
PRINCIPAL OFFICE

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

FANNIE LOVE
20625 NW 33RD COURT
MIAMI, FL 33056
305 - 624 - 4845

ARTICLE III
PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

The primary purpose of this organization is to provide comprehensive day care and educational services for children from birth to eight years of age.

The major focus of this organization is to provide children with sound age appropriate educational experiences while addressing their physical, mental and socio - emotional needs, in a safe nurturing environment.

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ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The Board of Directors shall consist of three members in good financial standing within the organization who will be elected by the incorporators by a majority vote.

The Board of Directors will hold that position for a period of five years (5) and could be re - elected by financial members upon completion of their term in office.

The Board of Directors shall be responsible for scheduling monthly meetings and overseeing the affairs of the organization.

The Board of Directors will be responsible for electing an Executive Director, Secretary and Treasurer and outlining the detailed functions for all positions as well as the organization's members.

The Board of Directors will be responsible for the establishment of all by - laws of the organization as well as the legal, financial and operational functions of the organization.

The Board of Directors will be governed by the organization's by - laws and the laws governing the State of Florida.

Citizens/Residents will be allowed to become members by completing membership applications and complying with the financial and organizational procedures as established by the by - laws.

Members will be allowed all rights and privileges established by the organization.

Members will maintain the rights to terminate membership at any time without any constraints and without refunds of membership fees.

Membership cannot be transferred.

Assets will be equally distributed to all financial members upon dissolution of the organization.

All members will enjoy the same status of active financial members. There will be no differential treatment of members.

The names and addresses of all members will be filed and retained by the secretary of the organization.

The organization will not be aligned to any national or international association subject to the guidelines of any organization, except the State of Florida and that of the United States government.

The Board of Directors will meet once monthly at the organization's headquarters.

Members will be notified at least one month in advance of the dates, times and procedures of all general meetings.

A quorum will be established by the Board of Directors who will be responsible to the members for all organizational transactions.

Members will be required to vote on matters established by the Board of Directors.

Only members present at meetings will be allowed to vote on issues stipulated by the Board of Directors.

The Director will be responsible for all daily operations of the organization and will report to the Board of Directors monthly.

The Board of Directors will be responsible for all proceedings at meetings.

All members will be allowed to be informed of their respective duties by the Director.

The Director will be held responsible for addressing all issues presented by members.

Members will be informed of their financial duties, organizational procedures and obligations by the Director.

The Secretary will be responsible for all minutes and agency's correspondence and will be present at all meetings.

The Treasurer will be required to attend all meetings and provide updated financial information to members quarterly and Board of Directors monthly.

All organization documents are to be kept on the premises of the organization for a period of at least five (5) years.

Vacancies will be filled by a majority vote by the Board of Directors.

The Board of Directors will retain the right to amend all by - laws as deemed necessary.

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

FANNIE LOVE
20625 NW 33RD COURT
MIAMI, FL 33056
305 - 624 - 4845

SIGNATURE:

DATE: 12-14-98

Having been named as the 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 the obligations of my position as registered agent.

Signature/Registered Agent

Fannie I. Love Date: 12-14-98

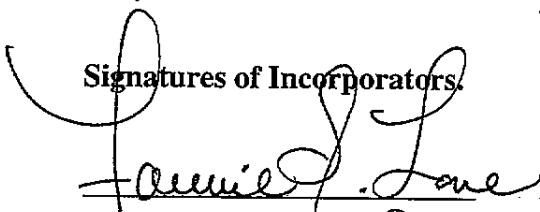
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ARTICLE VI
INCORPORATOR(S)

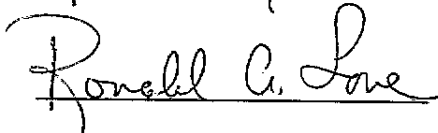
The name(s) and address(es) of the Incorporator(s):

The undersigned incorporators have executed these Articles of Incorporation this 14 day of December, 1998.

Signatures of Incorporators.


Fannie Love

Fannie Love
20625 NW 33rd Court
Miami, FL 33056


Ronald A. Love

Ronald Love
20625 NW 33rd Court
Miami, FL 33056


Roderick Love

Roderick Love
20625 NW 33rd Court
Miami, FL 33056