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January 21, 2000

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

To Whom It May Concern:

RE: Just 4 Kids Preschool, Inc.

To Whom It May Concern:

Please find enclosed the Articles of Incorporation for Just 4 Kids Preschool, Inc., and our check in the amount of $70.00 to cover the recording fee.

Should you have any questions, please feel free to contact me.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sincerely,

Linda Burdsall

Linda Burdsall

enclosures

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TALLAHASSEE FLORIDA
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ARTICLES OF INCORPORATION
OF
JUST 4 KIDS PRESCHOOL, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is: **JUST 4 KIDS PRESCHOOL, INC.**

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of $1.00 per share.

Initial Issue. Five Thousand (5,000) shares of the Capital Stock of the Corporation shall be issued at a par value of $1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes.

FIFTH: The initial street address in Florida of the initial registered office of the Corporation is 801 N.W. 3rd Street, Mulberry, Florida 33860; and the name of the initial Registered Agent is Merle S. Mills at such address is 801 N.W. 3rd Street, Mulberry, Florida 33860. The Corporation's principal office and mailing address is 801 N.W. 3rd Street, Mulberry, Florida 33860.

SIXTH: The initial Board of Directors shall consist of four (4) members, who need not be residents of the State of Florida or shareholders of the Corporation.

SEVENTH: The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

James T. Mills, 401 N.W. 9th Avenue, Mulberry, Florida 33860
Merle S. Mills, 401 N.W. 9th Avenue, Mulberry, Florida 33860
Russell O'Neal, 4067 Willow South Drive, Mulberry, Florida 33860
Kimberly O'Neal, 4067 Willow South Drive, Mulberry, Florida 33860

EIGHTH: The name and address of the initial Incorporator is as follows:

Merle S. Mills
801 N.W. 3rd Street
Mulberry, FL 33860

NINTH: An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued of money from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Lakeland, Florida, on the 21 day of January, 2000, and acknowledge that I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Merle S. Mills
MERLE S. MILLS
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Acceptance of Registered Agent:

Merle S. Mills
MERLE S. MILLS

STATE OF FLORIDA,
COUNTY OF POLK, to-wit:

The foregoing instrument was acknowledged before me this 21 day of January, 2000 by Merle S. Mills, who produced FLDL M420-557-48-501-0 as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Lakeland, in Polk County, Florida this 21 day of January, 2000.

Linda D. Bardsall
NOTARY PUBLIC, STATE OF FLORIDA