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TALLAHASSEE, FLORIDA

Secretary of State
Department of Corporations
State of Florida
The Capitol
P. O. Box 6327
Tallahassee, Florida 32304

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*****87.50 *****87.50

My Dear Secretary:

Please find a check in the amount of \$87.50 to cover registration
and miscellaneous expenses for MISS IRENE'S CHILDREN LEARNING CENTER,
INCORPORATED.

Thank you very much and I remain....

Very respectfully yours,

Irene Stockton
Irene Stockton

Irene Stockton
4519 Santa Villa Drive
Pace, Florida 32571

(850)-994-9747

F. 0124323 MAR 3 2000

ARTICLES OF INCORPORATION OF
MISS IRENE'S CHILDREN LEARNING CENTER, INCORPORATED

The undersigned subscriber to these articles, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I. NAME

The name of the corporation shall be: MISS IRENE'S CHILDREN LEARNING CENTER, INCORPORATED.

ARTICLE II. NATURE OF BUSINESS

This corporation is a for profit corporation.

This corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cementery company, or a building and loan association, fraternal benefit society or a State Fair or Exposition. Subject to such limitations, it shall engage in any activity or business permitted under the laws of this United States or the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal par value of \$1.00 per share.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 4519 SANTA VILLA DRIVE, PACE, Florida 32571, and the initial registered agent of this corporation is Irene Stockton.

ARTICLE VI. DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a Board of one or more directors. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The name and post office address of the initial directors and corporate officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Irene Stockton President Director Chairman of the Board	4519 Santa Villa Drive Pace, Florida 32571
James C. Stockton Vice-President Secretary-Treasurer Board Member	4519 Santa Villa Drive Pace, Florida 32571

ARTICLE VIII. INCORPORATOR

The name and resident address of the subscriber to these articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Irene Stockton President	4519 Santa Villa Drive Pace, Florida 32571

ARTICLE IX. RESTRICTIONS ON SALE OF STOCK

The corporation and, subject to the priority of the corporation the remaining stockholders of the corporation, shall have preference in the purchase of any shares of capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his/her representative, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of such bona fide offer which he has received and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event the corporation is legally unable to purchase such stock or otherwise waive its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days, from the date of mailing such notice, they shall be deemed to have waived their

privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholders has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders, (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

In the event of the death of any person holding stock of this corporation, it shall be considered for the purpose of this paragraph as if such person upon his/her death was attempting to dispose by sale of his/her shares of stock.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal to this Certificate of Incorporation, as subscriber as aforesaid on this 7th day of January 2000, and made and executed this Certificate of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid.

Signed and sealed in the presence of:

Conrado Misa
(Witness)

Vona L. Summers
(Witness)

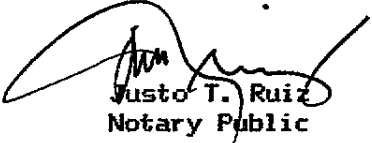
Irene Stockton
Irene Stockton

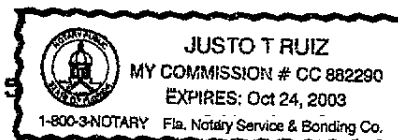
STATE OF FLORIDA)
) ss
COUNTY OF ESCAMBIA)

BEFORE ME, the undersigned Notary Public in and for said County and State, personally appeared IRENE STOCKTON, party to the foregoing Certificate of Incorporation, to me well known and known to be the individual described in and who executed the foregoing Certificate of Incorporation of MISS IRENE'S CHILDREN LEARNING CENTER, INCORPORATED and she acknowledged that she did make, execute, subscribe and acknowledge the foregoing Certificate of Incorporation as her voluntary act and deed for the purpose of forming a body corporate, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Certificate of Incorporation and the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 18th day of February 2000 in Pensacola, Escambia County, Florida.

PICTURE IDENTIFICATION verified.


Justo T. Ruiz
Notary Public
State of Florida at Large
My commission expires, 24 October 2003



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

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

First: That MISS IRENE'S CHILDREN LEARNING CENTER, INCORPORATED desiring
to organize under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation, at the County of Santa Rosa,
State of Florida, has named:

Irene Stockton
4519 Santa Villa Drive
Pace, Florida 32571
County of Santa Rosa
State of Florida

as its agent to accept service within this State.

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



Irene Stockton

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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