

March 7, 2000

Florida Dept. of State
Division of Corporation

P.O. Box 6327
Tallahassee, FL 32301

100003165021--0

-03/10/00--01042--015

*****78.75 *****78.75

Subj: Incorporation of ANNA'S ANGELS CHILDCARE CENTER, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fees.

3. Designation of Resident Agent.

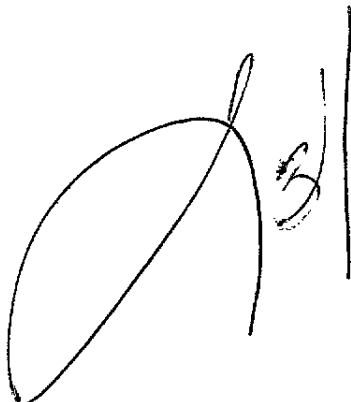
Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. Hwy A1A, Satellite Beach, FL 32937. Telephone Number (407) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



Anna M. Atkinson



FILED
00 MAR 10 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ANNA'S ANGELS CHILDCARE CENTER, INC.

ARTICLE I. NAME

The name of this corporation is

ANNA'S ANGELS CHILDCARE CENTER, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED
00 MAR 10 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 801 Third Avenue, Satellite Beach, Florida, 32937, and the name of the initial registered agent of this corporation at that address is ANNA M. ATKINSON.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| | |
|---------------------------|---------------------------|
| ANNA M. ATKINSON | DENISE L. DERRICK |
| 725 Poinsetta Drive | 189 Sea Park Blvd. |
| Satellite Beach, FL 32937 | Satellite Beach, FL 32937 |

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 801 Third Avenue, Satellite Beach, Florida 32937, and the mailing address of the corporation is 725 Poinsetta Drive, Satellite Beach, Florida 32937.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

ANNA M. ATKINSON
725 Poinsetta Drive
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 7th day of March, 2000.

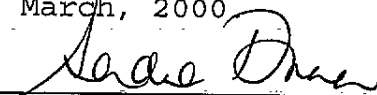

ANNA M. ATKINSON

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ANNA M. ATKINSON to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7th day of March, 2000

FL/DL#A 325-053-59-946-0


Notary Public

SANDRA DUNN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC887377
EXPIRES 12/25/2003
BONDED THRU ASA 1-888-NOTARY1

DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That ANNA'S ANGELS CHILDCARE CENTER, INC., desiring to organize under the laws of the State of Florida, with its principal office at 801 Third Avenue, Satellite Beach, Brevard County, Florida 32937, has named ANNA M. ATKINSON, located at 801 Third Avenue, Satellite Beach, Brevard County, Florida, 32937, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


ANNA M. ATKINSON
Registered Agent

FILED
00 MAR 10 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA