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LAW OFFICES OF ROBERTA FOX, P.A.

Roberta F. Fox, Esq.
Myron M. Gold, Esq.
OF COUNSEL

2900 SW 28th Terrace, Suite 700
Miami, FL 33133
(305) 569-9100
Fax: (305) 569-9140

Mark A. Workman
Para

lawgoldfox@aol.com

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April 17, 2000

Division of Corporations
Department of State
Post Office Box 327
Tallahassee, Florida 32314

Attention filing Department

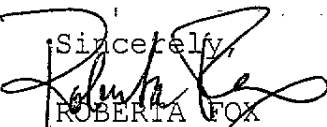
RE: A+ EARLY LEARNING CENTERS, INC.
Acceptance of Registered Agent

Dear Clerk:

Enclosed please find the Articles of Incorporation for the above named corporation together with a check for the filing fee.

I am herewith also accepting appointment as the registered agent for said corporation. If there is a special form that you wish for me to sign, please forward the same to me.

Thank you.

Sincerely,

ROBERTA FOX
RFF/me/enc.

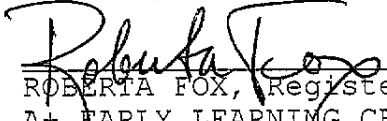
ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, ROBERTA FOX, do hereby acknowledge appointment as the registered agent for A+ EARLY LEARNING CENTERS, INC., and accept the same and do hereby accept the appointment of registered agent for A+ EARLY LEARNING CENTERS, INC., and further agree to perform

*Please remit
certified articles
& certificate of
status. fees are
enclosed (\$750)*
108
4/24
EFFECTIVE DATE

FILED
00 APR 19 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

all of the duties of said appointment faithfully and in compliance with all statutes, rules and regulations of the State of Florida.


ROBERTA FOX, Registered Agent,
A+ EARLY LEARNING CENTERS, INC.

ARTICLES OF INCORPORATION
OF
A+ EARLY LEARNING CENTERS, INC.

FILED
00 APR 19 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE

ARTICLE I. CORPORATE NAME AND PRINCIPAL OFFICE.

The name of this corporation is: A+ EARLY LEARNING CENTERS INC. The principal address of the corporation is:

10889 NORTH KENDALL DRIVE, MIAMI, FL

This principal address of the corporation is not the same as the registered agent's office set forth below and which is 2900 SW 28th Terrace, 7th floor, Miami, FL 33133.

The business mailing address of the corporation shall be 15422 SW 137th Place, Miami, FL 33177.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida. This corporation will be designated to own and operate day care centers for children among all of its businesses and powers.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share. One Hundred shares of the stock shall initially be issued to Linda Carmona Sanchez and One Hundred shares of the stock shall initially be issued to Jay C. Franklin.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, commencing on April 20, 2000.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Roberta Fox, Attorney at Law, 2900 SW 28th Terrace, 7th floor, Miami, FL 33133. 305-569-9100.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

LINDA CARMONA SANCHEZ, 15422 SW 137th Place, Miami, FL 33177
President and Chief Operating Officer (CEO)

JAY C. FRANKLIN, 8522 SW 92 Street, #D-14, Miami, FL 33176
Treasurer

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until her\his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LINDA CARMONA SANCHEZ, 15422 sw 137 Place, Miami, FL 33177

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on April 17, 2000, 2000, in Miami, Miami-Dade County, Florida.

Linda Carmona Sanchez
LINDA CARMONA-SANCHEZ, Incorporator

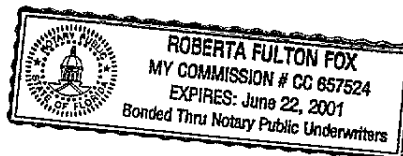
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared LINDA CARMONA SANCHEZ to me known to be the person described as Incorporators and who executed the foregoing Articles of Incorporation, and each acknowledged before me that she subscribed to these Articles of Incorporation on April 17, 2000.

Roberta Fulton Fox
Notary Public, State of Florida at Large
My commission expires:

(SEAL)

Printed Name:



FILED
00 APR 19 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA