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Florida Department of State

Division of Corporations

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To: Division of Corporations
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EFFECTIVE DATE
4-28-00

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
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2000 MAY -4 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT CORPORATION OR P.A.

A CHILD'S PLACE, MONTESSORI SCHOOL, INC.

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Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 2, 2000

EMPIRE

SUBJECT: A CHILD'S PLACE, MONTESSORI SCHOOL, INC.
REF: W00000011434

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

ARTICLE IX IS NOT COMPLETE.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H00000023863
Letter Number: 400A00024131

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**ARTICLES OF INCORPORATION
OF
A CHILD'S PLACE, MONTESSORI SCHOOL, INC.**

EFFECTIVE DATE
4-28-00

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is A Child's Place, Montessori School, Inc.

The principal office of the corporation is at 12400 S.W. 84th Avenue Road, Miami, Florida 33156

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III- PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

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ARTICLE IV--STATED CAPITAL

The corporation is authorized to issue 100 shares of one Dollars (\$1.00) per value common stock.

Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V- BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a

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special meeting called for that purpose may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have (2) directors initially. The number of directors may hereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the initial Director who shall hold office until his successor who shall be chosen at the first meeting of the shareholders has qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Melba Remior	4756 S.W. 136 Place, Miami, Florida 33175
Lazaro Remior	4756 S.W. 136 Place, Miami, Florida 33175

ARTICLE VI-BY LAWS

The power to adopt, later, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII-AMENDMENT

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The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII- INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Melba Remior	4756 S.W. 136 Place, Miami, Florida 33175
Lazaro Remior	4756 S.W. 136 Place, Miami, Florida 33175

ARTICLE IX- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12400 S.W. 84th Avenue Road, Miami, Florida 33156 and the name of the initial registered agent at that address is; Lazaro Remior

IN WITNESS WHEREOF, the undersigned as incorporator de hereby execute these Articles of Incorporation, this 28th day of April, 2000.

Melba Remior (SEAL)

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(SEAL)

STATE OF FLORIDA)

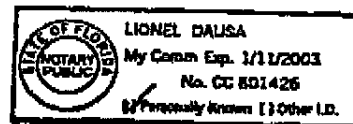
COUNTY OF DADE)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared Melba Remior, and Lazaro Remior known to me and known by the person who executed the foregoing Articles of Incorporation and who acknowledged that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of April, 2001, at Miami, Dade County, Florida.

Lionel Dausa

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

12400 S.W. 84th Avenue Road, Miami, Florida 33156

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

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FOLLOWING IS SUBMITTED;

FIRST THAT, A Child's Place, Montessori School, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED Lazaro Remior, Located at 12400 S.W. 84TH Avenue Road, Miami, Florida 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: President

DATE: April 3, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

REGISTER AGENT

DATE: 4/28/2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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