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Law Offices of
BARRY L. CLAYTON

TELEPHONE
(561) 686-6339

SUITE 700, THE FORUM
1675 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33401

FACSIMILE
(561) 686-5615

SENT VIA UPS NEXT DAY AIR

July 13, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Children's First Learning Academy, Inc.
Articles of Incorporation
File No.: 341.001

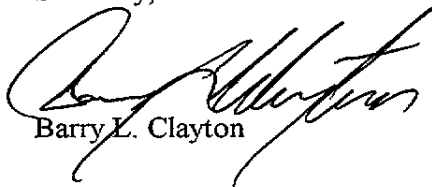
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****131.25 *****
87.50

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation along with this firm's check for the sum of \$131.25 in full payment of the filing (\$35.00), registered agent (\$35.00), certified copy (\$52.50) and certificate of good standing (\$8.75) fees. Please return the certified copy of the Articles of Incorporation and the Certificate of Good Standing to me in the enclosed UPS 2nd Day Air Letter envelope.

Thank you in advance for your prompt attention to this matter.

Sincerely,


Barry L. Clayton

BLC/gb
Enclosures
cc: Ben Littlefield

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

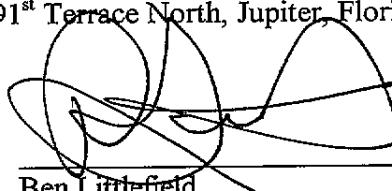
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**ARTICLES OF INCORPORATION
OF
CHILDREN'S FIRST LEARNING ACADEMY, INC.**

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Children's First Learning Academy, Inc.
2. The principal office of the Corporation shall be located at 15594 91st Terrace North, Jupiter, Florida 33478.
3. The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share.
5. The street address of the initial registered office of this Corporation is 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Barry L. Clayton.
6. The name and address of the person signing these Articles of Incorporation as incorporator is Ben Littlefield, 15594 91st Terrace North, Jupiter, Florida 33478.
7. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial director is Ben Littlefield, 15594 91st Terrace North, Jupiter, Florida 33478.

Dated: July 13, 2000



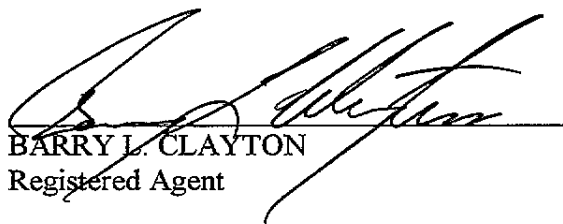
Ben Littlefield
Incorporator

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SERIALIZED
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Children's First Learning Academy, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: July 13, 2000


BARRY L. CLAYTON
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA