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ADDISON E. WALKER

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ATTORNEY AT LAW

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SECRETARY OF STATE
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August 21, 2000

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Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: ACTIVELY BELIEVING IN CHILDREN, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment for the Charter Tax, Filing Fee, Certified Copy Fee, and Registered Agent's Fee. Please file the enclosed Articles of Incorporation, and return a certified copy to the undersigned.

Thank you for your help with this matter.

Very truly yours,

Addison E. Walker

ADDISON E. WALKER

AEW/mw
Encls.

PA 8/29/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACTIVELY BELIEVING IN CHILDREN, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt the following ARTICLES OF INCORPORATION.

ARTICLE I

The name of the corporation is ACTIVELY BELIEVING IN CHILDREN, INC. The principal office and mailing address of the corporation is 6220 East Irlo Bronson Highway, St. Cloud, FL 34771.

ARTICLE II

The duration of the corporation shall be perpetual. The date of the commencement of corporate existence shall be the date the ARTICLES OF INCORPORATION are filed with the Secretary of State.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To establish, organize, equip, own, operate, manage, control, maintain, carry on, and conduct a child care facility; to provide an educational environment in which to teach, train, and instruct children in various academic fields, including any and all areas involving arts and crafts, together with physical education, exercise, and sports activities; and to acquire by construction, purchase, exchange, or other means, and subsequently to own, lease, maintain, and carry on, and to sell, acquire, transfer, or convey child care facilities and other establishments suitable or proper for the conduct and operation of the business of this corporation.

2. To transact any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the general purposes of the corporation, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share. The stock shall be issued and redeemed as follows:

1. There shall be one class of common stock; there shall be no preferred stock, and the stock shall not be issued as a special class in series. The shareholders shall not have any pre-emptive rights.

2. The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

3. The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the director or directors.

4. The stock shall be issued from time to time as may be determined by the Board of Directors.

5. Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as holdings may appear upon the stock record of the corporation.

ARTICLE V

The presence, at any stockholders meeting, in person or by proxy, of persons entitled to vote a simple majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. The affirmative vote of a simple majority of the outstanding shares of the corporation shall be the act of the stockholders.

ARTICLE VI

These ARTICLES OF INCORPORATION may be amended in the manner provided by law. The amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a simple majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written document stating their intention that a certain amendment of these ARTICLES OF INCORPORATION be made.

ARTICLE VII

The initial street address of the registered office of the corporation in the State of Florida is 6220 East Irlo Bronson Highway, St. Cloud, FL 34771. The name of the initial registered agent at that address is Margaret Fish.

ARTICLE VIII

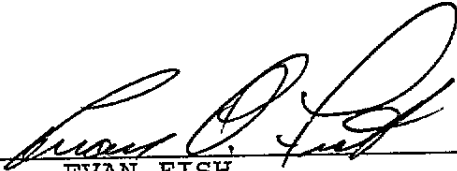
The initial directors of this corporation are Evan Fish and Margaret Fish, whose address is 6220 East Irlo Bronson Highway, St. Cloud, FL 34771. At the first annual meeting of the shareholders, and at each annual meeting thereafter, the shareholders shall elect a director or directors, to hold office until the next succeeding annual meeting of shareholders. There shall never be less than one director.

ARTICLE IX

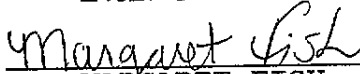
The names and addresses of the persons signing these ARTICLES OF INCORPORATION as the Incorporators are:

NAME	ADDRESS
Evan Fish	6220 E. Irlo Bronson Hwy. St. Cloud, FL 34771
Margaret Fish	6220 E. Irlo Bronson Hwy. St. Cloud, FL 34771

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed and subscribed the foregoing ARTICLES OF INCORPORATION on this 2nd day of August, 2000.



EVAN FISH



MARGARET FISH

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared EVAN FISH and MARGARET FISH, to me known to be the persons described as

Incorporators, and who executed the foregoing ARTICLES OF INCORPORATION, and who did duly swear before me that they subscribed to these ARTICLES OF INCORPORATION on the 21st day of August, 2000.

Mary L. Walker
NOTARY PUBLIC, State of FL
My Commission Expires:



Mary L. Walker
MY COMMISSION # CC602914 EXPIRES
January 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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

In compliance with Section 48.091, Florida Statutes, and Chapter 607 et seq., Florida Statutes, the following is submitted:

That ACTIVELY BELIEVING IN CHILDREN, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, has named MARGARET FISH, located at 6220 East Irlo Bronson Highway, St. Cloud, FL 34771, 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 provision of Florida Law relative to keeping the designated office open.

8/21/00
Date

Margaret Fish
MARGARET FISH
Registered Agent

FILED
00 AUG 25 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA