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*Law Offices of*  
**BARRY L. CLAYTON**

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(561) 686-6339

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FACSIMILE  
(561) 686-5615

September 6, 2000

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

Re: The Children's Academy of Boca Raton, Inc.  
Articles of Incorporation  
File No.: 356.001

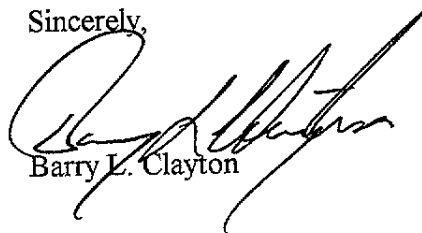
300003385299--8  
-09/07/00--01052--010  
\*\*\*\*131.25 \*\*\*\*\*87.50

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 trust account 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 Federal Express envelope.

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

Sincerely,

  
Barry L. Clayton

BLC/gb  
Enclosures  
cc: Tina M. Scee

7/11/00

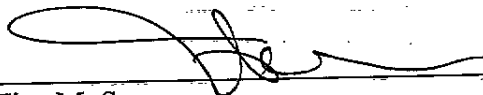
**ARTICLES OF INCORPORATION  
OF  
THE CHILDREN'S ACADEMY OF BOCA RATON, INC.**

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00 SEP -7 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is The Children's Academy of Boca Raton, Inc.
2. The principal office of the Corporation shall be located at 15244 San Diego Drive, Loxahatchee, Florida 33470.
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 Tina M. Scee, 15244 San Diego Drive, Loxahatchee, Florida 33470.
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 Tina M. Scee, 15244 San Diego Drive, Loxahatchee, Florida 33470.

Dated: September 6, 2000

  
\_\_\_\_\_  
Tina M. Scee  
Incorporator

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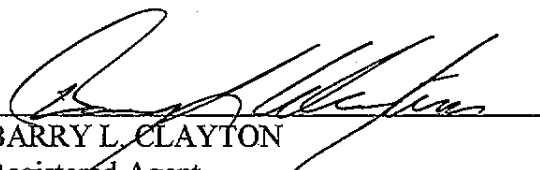
**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

00 SEP -7 PM 1: 07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for The Children's Academy of Boca Raton, 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: September 6, 2000

  
BARRY L. CLAYTON  
Registered Agent