

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8876 • 1-800-342-8062 • Fax (850) 222-1222

Storybook Child Care Center,
Inc.

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-10/17/00--01041--027
*****78.75 *****78.75

Signature _____

Requested by: LM 10/17 10:41

Name _____

Date _____

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Walk-In _____

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<input type="checkbox"/>	Dissolution / Withdrawal	_____
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<input type="checkbox"/>	Corp Record Search	_____
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00 OCT 17 PM 1:28
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

00 OCT 17 AM 11:15
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RECEIVED

OCT 17 2000
J. SMITH

ARTICLES OF INCORPORATION
FOR
STOREYBOOK CHILD CARE CENTER, INC.

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is Storeybook Child Care Center, Inc. The principal office and mailing address of this corporation is 4640 Ricker Road, Jacksonville, Florida 32210.

ARTICLE II

Purpose

This corporation is organized for the purpose of child care and development and for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred (500) shares of capital stock, of which five hundred (500) shares shall be issued to Kathy L. Storey, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4640 Ricker Road, Jacksonville, Florida 32210, and the name of the initial registered agent of the corporation at that address is Kathy L. Storey.

ARTICLE V

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Kathy L. Storey	14070 Tontine Road Jacksonville, FL 32225	President/Secretary/Treasurer

ARTICLE VI

Incorporator

The name and street address of the incorporator of this corporation is Kathy L. Storey, 14070 Tontine Road, Jacksonville, Florida 32225.

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

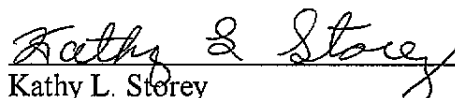
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.


ARTICLE X
Indemnification

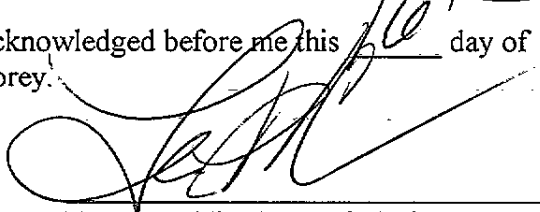
The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 16th day of October, 2000.


Kathy L. Storey
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

 The foregoing instrument was acknowledged before me this 16th day of October, 2000 by Kathy L. Storey.


Notary Public, State of Florida

Print Name: _____

My Commission Expires _____



Lee S. Osborne
MY COMMISSION #CG657280 EXPIRES
July 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known _____ or produced identification: Florida DL

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

Storeybook Child Care Center, Inc., desiring to organize under the laws of the State of Florida as a corporation, has named Kathy L. Storey, who maintains an office at 4640 Ricker Road, Jacksonville, Florida 32210, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 16th day of October, 2000.

By: Kathy L. Storey
Kathy L. Storey, Incorporator

00 OCT 17 PM 1:59
CLERK OF COURT
JACKSONVILLE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 16th day of October, 2000.

Kathy L. Storey
Kathy L. Storey