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LAW OFFICES OF
DAVID R. GRACE

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FERN PARK, FLORIDA 32730

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September 29, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900003426619--8
-10/16/00--01138--002
****122.50 *****78.75

EFFECTIVE DATE

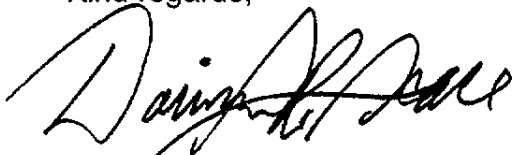
10-09-00

Dear Sir/Madam:

Enclosed is our check in the amount of \$122.50 along with the Articles of Incorporation for Nannie & Lees Little Angels Child Care, Inc. Please forward a certified copy of these Articles and the original charter to the address listed above.

Your assistance in this matter is appreciated.

Kind regards,



DAVID R. GRACE

DRG:njl

Enclosures

Nine GAVE
AUTHORIZATION BY PHONE TO
CORRECT eff. date to 10-09-00
DATE 10-18-00 at 11:38 am
JUL. EXAM JR

W-25004

10-17

**ARTICLES OF INCORPORATION
OF**

NANNIE & LEES LITTLE ANGELS CHILD CARE, INC.

FILED
00 OCT 16 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is NANNIE & LEES LITTLE ANGELS CHILD CARE, INC.

ARTICLE II

The period of its duration is perpetual.

EFFECTIVE DATE

10-09-00

ARTICLE III

Commencement of Corporate Existence

The corporate existence of NANNIE & LEES LITTLE ANGELS CHILD CARE, INC. shall commence upon the date of the subscription and acknowledgment of these Articles of Incorporation pursuant to Florida Statute 607.0203.

ARTICLE IV

Purpose

The purpose or purposes for which NANNIE & LEES LITTLE ANGELS CHILD CARE, INC. is organized are to provide child care services and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida Corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE V

Authorized Shares

1. The aggregate number of shares that the corporation shall have the authority to issue is 7,500 authorized shares of capital stock with \$1.00 par value.

2. An Initial Issue of 1000 shares of the capital stock of the corporation shall be

issued for cash at an initial price of \$1.00.

3. **Stated Capital.** The sum of the par value of all shares of capital stock of the corporation that had been issued shall be the stated capital of the corporation at any particular time.

4. **Dividends.** The holders of the outstanding capital stocks shall be entitled to receive, when and as declared by the shareholders, dividends payable either in cash, and property, or in shares of the capital stock of the corporation.

5. The shares of the corporation do not have to be divided into classes.

6. The corporation is not authorized to issue shares in series.

ARTICLE VI Registered Agent

The name of the initial registered agent at such address is Juanita Shoemo, and the initial street address in Florida of the initial registered agent of the corporation is 140 A West Ave., Eatonville, Florida 32751.

ARTICLE VII Principal Office and Mailing Address

The principal office of the corporation is located at 140 West Ave., Eatonville, Florida 32751 and the mailing address of the principal office of the corporation is 140 West Ave., Eatonville, Florida 32751.

ARTICLE VIII Board of Directors

1. The initial Board of Directors shall consist of three directors, who need not be residents of the State of Florida or shareholders of the corporation.

2. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Juanita Shoemo
140 A West Ave.
Eatonville, FL 32751

Marilyn Aurgro
140 A West Ave.
Eatonville, FL 32751

Lelia Shoemo
140 A West Ave.
Eatonville, FL 32751

ARTICLE IX
Initial Officers

The names and addresses of the initial officers of the corporation are:

Juanita Shoemo, President
140 A West Ave.
Eatonville, FL 32751

Marilyn Aurgro, Vice President
140 A West Ave.
Eatonville, FL 32751

Lelia Shoemo, Treasurer
140 A West Ave.
Eatonville, FL 32751

Dianna Jefferson, Secretary
140 A West Ave.
Eatonville, FL 32751

ARTICLE X
Incorporators

The name and address of the initial incorporator of NANNIE & LEES LITTLE ANGELS CHILD CARE, INC. is as follows:

Juanita Shoemo
140 A West Ave.
Eatonville, FL 32751

ARTICLE XI
Shareholder Action

Majority vote of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE XII
Amendment of Articles of Incorporation

The shareholders shall have the power to adopt, amend, alter, change, or repeal

the Articles Incorporation when proposed and approved at a stockholders meeting, with a vote of a majority of the stockholders of the corporation.

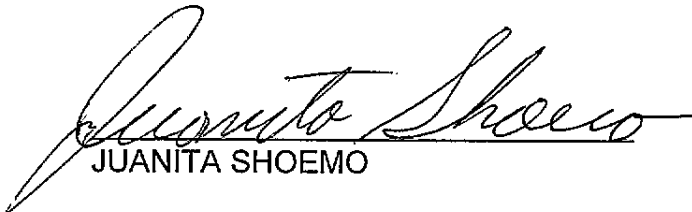
ARTICLE XIII Preemptive Rights

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the board of directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, and in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XIV Cumulative Voting

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares, to distribute them among as many candidates as they may wish. Notice must be given by any shareholder to the president or vice-president of said corporation not less than 24 hours prior to the time set for the holding of the shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF the undersigned has made and subscribed of these Articles of Incorporation on this 9th day of October, 2000.


JUANITA SHOEMO

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 9th day of Oct., 2000 by JUANITA SHOEMO, who is personally known to me X who has produced a driver's license as identification and who did take an oath.


NOTARY PUBLIC
My Commission Expires:



DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT FOR
NANNIE & LEES LITTLE ANGELS CHILD CARE, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted

1. That NANNIE & LEES LITTLE ANGELS CHILD CARE, INC. desiring to
organize or qualify under the Laws of the State of Florida, with its principal place of
business in Eatonville has named Juanita Shoemo located at 150 A West Ave.,
Eatonville, Florida 32751 as its agent to accept service of process within Florida.

Date: 10/09/00


Incorporator

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all Statutes relative to the
proper and complete performance of my duties.

Date: 10/09/00


JUANITA SHOEMO
Registered Agent

FILED
00 OCT 16 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA