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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Brownie Points Child Care, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Brownie Points Child Care, Inc.

Article II. Address

The Corporation's mailing address is:
Brownie Points Child Care, Inc.
10235 US Highway 301
Dade City FL 33525

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Larry S. Hersch
12249 US Highway 301
Dade City FL 33525

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Joyce Brown
Larry S. Hersch

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
P.O. Box 1046
Dade City FL 33526
352-567-2442

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

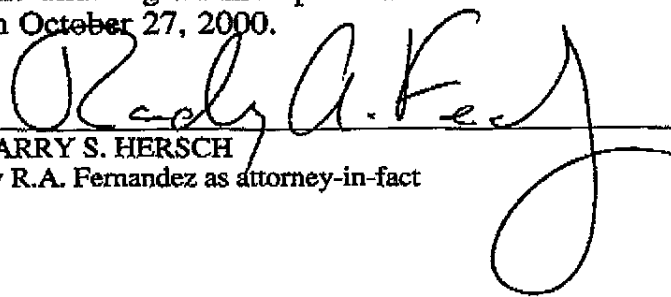
The name and address of the incorporator is:

Larry S. Hersch
Hersch & Kelly, P.A.
P.O. Box 1046
Dade City FL 33526

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 27, 2000.

The undersigned incorporator executed these Articles of Incorporation on October 27, 2000.



LARRY S. HERSCH
by R.A. Fernandez as attorney-in-fact

Larry S. Hersch | FL Bar Member 199745
Hersch & Kelly, P.A.
P.O. Box 1046
Dade City FL 33526
352-567-2442

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Brownie Points Child Care, Inc.

REGISTERED AGENT/OFFICE:

Larry S. Hersch
12249 US Highway 301
Dade City FL 33525

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


LARRY S. HERSCH
by R.A. Fernandez as attorney-in-fact

Date: October 27, 2000

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