

CAPITAL CONNECTION, INC.

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PO1000000 3018

Nay Nay's Learning
Center, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<div>FILED 01 JAN -9 PM 12:54 SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>	
<input type="checkbox"/>	LTD Partnership File		
<input type="checkbox"/>	Foreign Corp. File		
<input type="checkbox"/>	L.C. File		
<input type="checkbox"/>	Fictitious Name File		
<input type="checkbox"/>	Trade/Service Mark		
<input type="checkbox"/>	Merger File		
<input type="checkbox"/>	Art. of Amend. File		
<input type="checkbox"/>	RA Resignation		<div>RECEIVED 01 JAN -9 AM 11:38 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA</div>
<input type="checkbox"/>	Dissolution / Withdrawal		
<input checked="" type="checkbox"/>	Annual Report / Reinstatement		
<input type="checkbox"/>	Cert. Copy		
<input type="checkbox"/>	Photo Copy		
<input type="checkbox"/>	Certificate of Good Standing		
<input type="checkbox"/>	Certificate of Status		
<input type="checkbox"/>	Certificate of Fictitious Name		
<input type="checkbox"/>	Corp Record Search		
<input type="checkbox"/>	Officer Search		
<input type="checkbox"/>	Fictitious Search		
<input type="checkbox"/>	Fictitious Owner Search		
<input type="checkbox"/>	Vehicle Search		
<input type="checkbox"/>	Driving Record		
<input type="checkbox"/>	UCC 1 or 3 File		
<input type="checkbox"/>	UCC 11 Search		
<input type="checkbox"/>	UCC 11 Retrieval		
<input type="checkbox"/>	Courier		

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
of
NAY NAY'S LEARNING CENTER, INC.

FILED
01 JAN -9 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE. NAME

The name of the proposed corporation is NAY NAY'S LEARNING CENTER, INC.

ARTICLE TWO. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE. CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is FIVE HUNDRED (500) shares at a par value of ONE and NO/100 DOLLARS (\$1.00) each.

ARTICLE FOUR. ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is:

c/o Tom K. Dougherty
1295 W. Hwy. 50
Clermont, FL 34711.

ARTICLE FIVE. MANAGEMENT OF CORPORATION

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of, the shareholders.

ARTICLE SIX. OFFICERS

The officers of the corporation shall consist of a President, a Secretary, and a Treasurer, and such other assistant officers and agents as may be deemed necessary, each of whom shall be elected by the shareholders at such time and in such manner as may be prescribed by the by-laws. One (1) person may hold all or more than one (1) office.

ARTICLE SEVEN. INITIAL OFFICERS

The initial officers of the corporation and their addresses are:

President, Secretary, and Treasurer:	Tom K. Dougherty 735 Almond St., Suite A Clermont, FL 34711.
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ARTICLE EIGHT. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 735 Almond St., Suite A, Clermont, FL 34711, and the name of its initial registered agent at such address is Tom K. Dougherty.

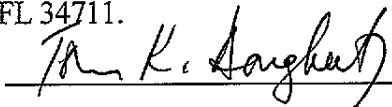
ARTICLE NINE. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights and in addition, elects preemptive rights for all shares transferred from the corporation notwithstanding statutory provisions to the contrary, unless waived in writing by all shareholders. However, preemptive shares not acquired within 3 months after being offered to shareholders, may within 9 months of the 3 months, be offered for sale at or above the original consideration to any person.

ARTICLE TEN. INCORPORATORS

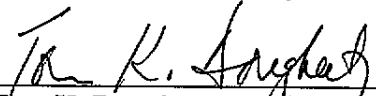
The name and address of each incorporator is:

1. Tom K. Dougherty, 735 Almond St., Suite A, Clermont, FL 34711.


Tom K. Dougherty, Incorporator

ACCEPTANCE OF REGISTERED AGENT
for NAY NAY'S LEARNING CENTER, INC.

I, the undersigned, being familiar with and accepting the obligations of the position, do
hereby accept the appointment of registered agent of NAY NAY'S LEARNING CENTER, INC.,
on January 5, 2000.


Tom K. Dougherty, Registered Agent
735 Almond St., Suite A
Clermont, FL 34711

FILED
01 JAN -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA