

PO1000007950



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 PM 3:49

ACCOUNT NO. : 072100000032

REFERENCE : 966476 7237230

AUTHORIZATION :

COST LIMIT : *prepaid*

ORDER DATE : January 16, 2001

ORDER TIME : 4:11 PM

ORDER NO. : 966476-005

CUSTOMER NO: 7237230

CUSTOMER: Mr. Michael N. Walczuk
T.o.p.s. Child Care Of Naples,
Inc.
174 Pebble Shores #104

Naples, FL 34110

100003539751--1
-01/17/01--01003--003
*****87.50 *****87.50

DOMESTIC FILING

NAME: T.O.P.S. CHILD CARE OF NAPLES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

2555-2544
W01-1222

EXAMINER'S INITIALS:

EW
1/22/01

RECEIVED
01 JAN 16 PM 4:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Total Opportunity Pre-School

T.O.P.S.

Child Care Inc.



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SECRETARY OF CORPORATIONS
01 JAN 16 PM 3:49

January 18, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


To Whom It May Concern:

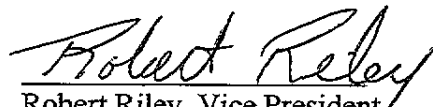
Please be advised that Mr. Mike Walczuk is purchasing our business, T.O.P.S. Child Care, Inc.. We have given him authorization to use the T.O.P.S. Child Care name for setting up his own corporation.

Since the pending sale is highly confidential, please direct any questions you may have to 941-591-0090 **only**. We would be happy to assist you in anyway we can.

Thank you for your time and consideration in this matter.

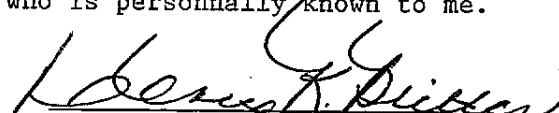
Sincerely,


Susanne Riley, President


Robert Riley, Vice President

State of Florida
County of Collier

The foregoing instrument was acknowledged before me on January 18, 2001 by Susanne Riley and Robert Riley who is personally known to me.


Denise K. Britton, Notary



Denise K. Britton
MY COMMISSION # CC681439 EXPIRES
September 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 17, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: T.O.P.S. CHILD CARE OF NAPLES, INC.
Ref. Number: W01000001222

RESUBMIT
Please give original
submission date as file date.

We have received your document for T.O.P.S. CHILD CARE OF NAPLES, INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 101A0000

RECEIVED
01 JAN 22 PM 2:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
T.O.P.S. CHILD CARE OF NAPLES, INC.**

**ARTICLE I
CORPORATE NAME**

The name of the corporation is: T.O.P.S. CHILD CARE OF NAPLES, INC., a Florida corporation (hereinafter referred to as the "Corporation").

**ARTICLE II
SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, the par value of each such share being ONE DOLLAR (\$1.00).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The sole directors constituting the initial Board of Directors of the Corporation, who shall serve as a member of the Board of Directors until the election of his/their successor(s) are as follows:

<u>Name</u>	<u>Address</u>
Michael N. Walczuk	174 Pebble Shores Drive #104 Naples, Florida 34110

**ARTICLE IV
INITIAL OFFICERS**

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Officer</u>	<u>Name</u>	<u>Address</u>
President, Vice President, Secretary, Treasurer	Michael N. Walczuk	174 Pebble Shores Drive #104 Naples, Florida 34110

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Michael N. Walczuk, whose address is 174 Pebble Shores Drive #104, Naples, Florida 34110.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1371 Shadowlawn Drive, Naples, Florida 34104, and the name of the initial registered agent of the Corporation at that address is: Michael N. Walczuk.

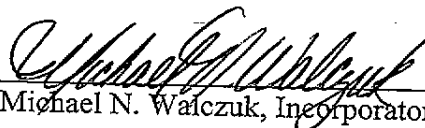
ARTICLE VII
PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the Corporation shall be: 1371 Shadowlawn Drive, Naples, Florida 34104.

ARTICLE VIII
PURPOSE

The purpose for which the Corporation is organized is the operation of a child/day care center.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation on this 8th day of January, 2001.



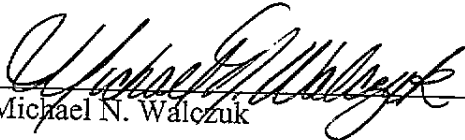
Michael N. Walczuk, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES AND SECTION
607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT T.O.P.S. CHILD CARE OF NAPLES, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business located at 1371 Shadowlawn Drive,
Naples, Florida 34104, has named Michael N. Walczuk, whose address is 1371 Shadowlawn Drive,
Naples, Florida 34104, as its registered agent to accept service of process within Florida.

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this certificate, I hereby agree to accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.


Michael N. Walczuk

Dated: January 8, 2001

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