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January 7, 2001

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

RE: Articles of Incorporation of
Guardian Angels Childcare and Development, Inc.

Dear Sir or Mam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original Articles and certify the enclosed copy as the certified copy and return same to me. Enclosed is my firm's check in the sum of \$122.50 to cover the filing costs, as follows:

1. Filing Fee	\$ 35.00
2. Certified Copy	\$ 52.50
3. Registered Agent Designation	\$ 35.00
Total	\$122.50

Please do not hesitate to contact me if you have any questions.

Yours very truly,

Kristin C. Nailos

Kristin Cummins Nailos
Attorney at Law

f/wp/kim

FILED
01 FEB 12 PM 2:12
TALLAHASSEE, FL
SECRETARY OF STATE

02-13-01

**ARTICLES OF INCORPORATION
OF**

Guardian Angels Childcare and Development, Inc.

FILED
01 FEB 12 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is Guardian Angels Childcare and Development, Inc.

ARTICLE II - PURPOSE and POWERS

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III - STOCK

The corporation shall have the authority to issue 1,000 shares of common stock, all of one class, \$1.00 par value each.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The address of its initial registered office is 1312 Whitewood Way, Clermont, Florida 34711, and the name of its initial Registered Agent at said address is Lidia V. Ramirez. The address of the principal business office and mailing address in the State of Florida is 1239 US Hwy. 27, Clermont, Florida 34711.

ARTICLE V - BOARD OF DIRECTORS

The number of Directors constituting its initial Board of Directors is two (2) whose names and addresses are as follows:

Lidia V. Ramirez

1312 Whitewood Way
Clermont, Florida 34711

Jorge L. Ramirez

1312 Whitewood Way
Clermont, Florida 34711

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Lidia V. Ramirez

1312 Whitewood Way
Clermont, Florida 34711

ARTICLE VII - TERM OF EXISTENCE AND EFFECTIVE DATE

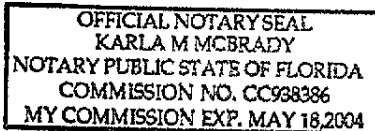
The period of its duration is perpetual. The effective date of Incorporation shall be the date of filing with the Secretary of State.

Date: 02/02/01 Lidia V. Ramirez
LIDIA V. RAMIREZ

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this ____ day of February, 2001, by Lidia V. Ramirez, and who:

- () is personally known to me.
☒ produced Florida driver's license(s) as identification.
() produced _____ as identification.



[Signature]
Notary Public

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent to accept service of process for the above referenced corporation, at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent, and I am familiar with and agree to comply with the provisions of the said Act relative to the obligations of that position and keeping open said office.

Lidia V. Ramirez
LIDIA V. RAMIREZ

FILED
01 FEB 12 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA