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FILED
01 FEB 22 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 21, 2001

VIA FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400003747354--9
-02/22/01--01060--005
*****70.00 *****70.00

Re: New Corporation, GREAT HORIZONS CORP.

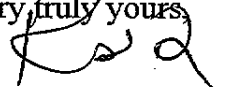
Dear Gentlemen:

I enclose herewith two original Articles of Incorporation of **GREAT HORIZONS CORP.** together with my firm's check in the amount of \$70.00.

Please incorporate this new company and return the stamped Articles of Incorporation to me at the above address.

Should you have any questions or problems please feel free to contact me.

Very truly yours,



Kenneth D. Baxter

KDB/mf

NEW YORK OFFICE
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40 WALL STREET
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8-22-01

**ARTICLES OF INCORPORATION OF
GREAT HORIZONS CORP.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **GREAT HORIZONS CORP.**, having its principal office located at: 3600 Yacht Club Drive, Suite 1702, Aventura, Florida 33180.

ARTICLE II

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

ARTICLE III

The corporation is authorized to issue and have outstanding at any one time an aggregate of One Thousand (1,000) shares of one class of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

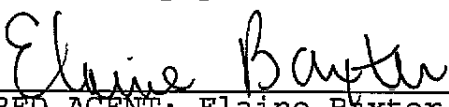
There shall be no preemptive rights accruing to the shareholders.

ARTICLE V

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Elaine Baxter
REGISTERED OFFICE: 3600 Yacht Club Drive #1702
Aventura, Florida 33180

Having been named initial Registered Agent to accept service of process for the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in the capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT: Elaine Baxter

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the members of the initial Board of Directors is:

STEVEN I. BACHENHEIMER
3600 Yacht Club Drive #1702
Aventura, Florida 33180

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is:

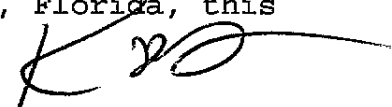
STEVEN I. BACHENHEIMER
3600 Yacht Club Drive #1702
Aventura, Florida 33180


Steven I. Bachenheimer

STATE OF FLORIDA :
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared Steven I. Bachenheimer, who [] presented _____ as identification or who [✓] is personally known and who stated that he was the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Florida, this
16 day of Feb, 2001.


Notary Public

