

P 010000 34481

Date March 30, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 APR -2 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Growing Minds Learning Center, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Andrea G. Caetano

Andrea G. Caetano
(individual's name)

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-04/02/01 -01061--016

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

Growing Minds Learning Center, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
103 Royal Park Dr. Suite 3B		
Oakland Park, FL. 33309		
PHONE		
(954)	486-1732	Ext.
Area Code	Number	

ARTICLES OF INCORPORATION

of

Growing Minds Learning Center, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Growing Minds Learning Center, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five hundred shares (500) of one dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME Growing Minds Learning Center, Inc.
ADDRESS 103 Royal Park Dr. Suite 3B
CITY Oakland Park, FLORIDA ZIP 33309

The name and street address of the Initial Registered Agent of this Corporation is:

NAME Andrea G Caetano
ADDRESS 103 Royal Park Dr.
CITY Oakland Park FLORIDA ZIP 33309

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Andrea G. Caetano
ADDRESS 103 Royal Park Dr.
CITY Oakland Park STATE Florida ZIP 33309
NAME Barbara A. Carrio
ADDRESS 7417 NW 49th Place
CITY Lauderhill STATE Florida ZIP 33319
NAME
ADDRESS
CITY STATE ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Andrea G. Caetano		
ADDRESS	103 Royal Park Dr. Suite 3B		
CITY	Oakland Park	STATE	FL ZIP 33309
NAME	Barbara A. Carrio		
ADDRESS	7417 NW 49th Place		
CITY	Lauderhill	STATE	FL ZIP 33319
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 30th day of March, 2001.

Andrea G. Caetano (Seal)

Barbara A. Carrio (Seal)

(Seal)

STATE OF FLORIDA

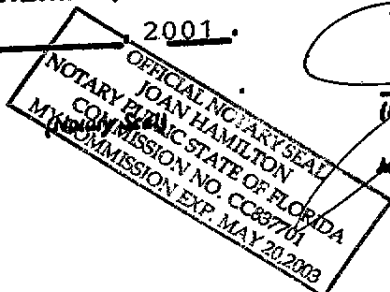
COUNTY OF Broward

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Andrea G. Caetano & Barbara A. Carrio

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that They executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 30th day of March, 2001.



(Notary Public, State of Florida at Large)

My Commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Growing Minds Learning Center, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 103 Royal Park Dr.

Oakland Park, FL. 33309

has named Andrea G. Caetano

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Andrea G. Caetano
(registered agent)

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TALLAHASSEE FLORIDA