

Law Offices of
BARRY L. CLAYTON
Suite 700, The Forum
1675 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401

Telephone
(561) 686-6339

FILED
01 AUG 30 PM 4:09
Facsimile
(561) 686-5615
TALLAHASSEE, FLORIDA

P01000086929

August 29, 2001

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

800004564348--5
-08/30/01--01063--018
*****87.50 *****87.50

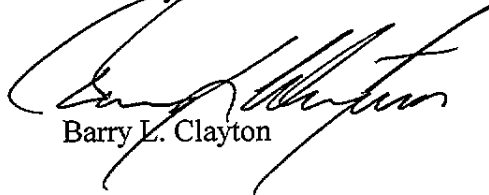
Re: Precious Memories Learning Centers, Inc.
Articles of Incorporation
File No. 398.001

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation along with this firm's check for the sum of \$87.50 in full payment of the filing (\$35.00), registered agent (\$35.00), certified copy (\$8.75) and certificate of status (\$8.75) fees. Please return a certified copy of the Articles of Incorporation and the Certificate of Status to me in the enclosed UPS Next Day Air Letter.

Thank you in advance for your prompt attention to this matter.

Sincerely,


Barry L. Clayton

BLC/gb
Enclosures

D. BROWN SEP - 4 2001


**ARTICLES OF INCORPORATION
OF
PRECIOUS MEMORIES LEARNING CENTERS, INC.**

FILED
01 AUG 30 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Precious Memories Learning Centers, Inc.
2. The principal office of the Corporation shall be located at 924 Micanopy Drive, Lakeland, Florida 33813.
3. The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. The aggregate number of shares which the Corporation is authorized to issue is three hundred (300) shares of Common Stock, par value \$1.00 per share.
5. The street address of the initial registered office of this Corporation is 5741 Cherry Tree Drive, Lakeland, Florida 33811 and the name of the initial registered agent of this Corporation at that address is James T. Newton.
6. The name and address of the person signing these Articles of Incorporation as incorporator is James T. Newton, 5741 Cherry Tree Drive, Lakeland, Florida 33811.
7. The Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the initial directors is James T. Newton, 5741 Cherry Tree Drive, Lakeland, Florida 33811; Tracy L. Henderson-Carlisle, 924 Micanopy Drive, Lakeland, Florida 33813; and Kimberly A. Newton, 5741 Cherry Tree Drive, Lakeland, Florida 33811.

Dated: August 27, 2001




JAMES T. NEWTON
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Precious Memories Learning Centers, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: August 27, 2001



JAMES T. NEWTON
Registered Agent

FILED
01 AUG 30 PM 4:09

CLERK OF STATE
TALLAHASSEE, FLORIDA