

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Kids Castle Day Care, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
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5.) _____
(CORPORATE NAME & DOCUMENT #)

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J. BRYAN SEP 28 2001

**ARTICLES OF INCORPORATION
OF
KIDS CASTLE DAY CARE, INC.**

The undersigned, natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is:

Kids Castle Day Care, Inc., a Florida Corporation

The principal office and mailing address of this corporation is: 190 NW 135 Street, Miami, FL 33168

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This 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, including but not limited to operating a Children's Day Care and Educational Institution.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 190 NW 135 Street, Miami, Florida 33168, and the name of the initial registered agent at that address is Mayra Carridad Lorenzo.

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ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have ONE(1) officer and director constituting the initial Board of Directors. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Mayra Carridad Lorenzo- President, Secretary, Treasurer,
Director, 190 NW 135 Street, Miami, FL 33168.

ARTICLE VII - INCORPORATORS

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

Mayra Carridad Lorenzo
190 NW 135 Street
Miami, FL 33168.

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of September, 2001.



Mayra Carridad Lorenzo
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034 FLORIDA STATUTES, (1985), as may be amended, the following is submitted:

That, KIDS CASTLE DAY CARE, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 190 NW 135 Street Miami, FL 33168 and the name of the initial registered agent at that address is Mayra Carridad Lorenzo, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Mayra Carridad Lorenzo hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of its duties.

By: _____

Mayra Carridad Lorenzo
Registered Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

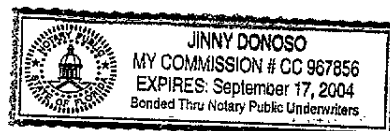
SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mayra Carridad Lorenzo, known to be and known by me to be the person who executed the foregoing Certificate Designating Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of September, 2001.

NOTARY PUBLIC, State of Florida at Large

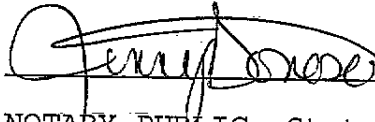
My commission expires:



STATE OF Florida)
)SS:
COUNTY OF MIAMI-DADE)

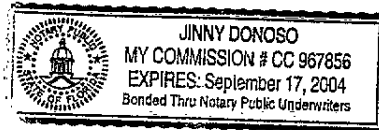
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mayra Carridad Lorenzo, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of September, 2001.



NOTARY PUBLIC, State of Florida at Large

My commission expires:



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TALLAHASSEE, FLORIDA