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Debra E. Warren 2803 Grapefruit Dr Auburndale, FL 33823

August 18, 2001

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

Dear Sir:

Enclosed are an original and one copy of the articles of incorporation for Jeanni's School Age Center, Inc. Also is a check for \$87.50 for the filing fees, certified copy and certificate of status.

Sincerely,

Debra L. Warren

Ps/1/01-

*****87.50 *****87.50

ARTICLES OF INCORPORATION OF Jeanni's School Age Center, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of this corporation is Jeanni's School Age Center, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filling of these articles with the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of ONE Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 845 Spirit Lake Road, Winter Haven, FL 33880 and the initial registered agent of this corporation at that address is Debra L. Warren.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but never be less than one. The name and address of the initial director of this corporation is:

Debra L Warren 2903 Grapefruit Dr., Auburndale, FL 33823

ARTICLE VII. INCORPORATORS

The name and address of the person signing these articles is as follows:

Debra L. Warren

2803 Grapefruit Dr., Aubumdale, FL 33823

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Debra L. Warren

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Debra L. Warren, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under section 607.0505, Florida Statutes.

By: _________

STATE OF FLORIDA COUNTY OF POLK

20 <u>01</u> by <u>DEDRA L</u> WAR	who is (are) personally known to me or 2-64-930-0 as identification and who did/did not
BARBARA A. HILLER MY COMMISSION # CC 927313 EXPIRES: April 12, 2004 Bonded Thru Notary Public Underwriters	Badara a Hille Notary
THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:	Title or Type of Certificate: Number or pages: Date of Document: Signatures other than named above: