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Law Offices

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**JOHN M. KELLER, P.A.**

December 11, 2001

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

RE: Nissen Holdings, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for Nissen Holdings, Inc. Also enclosed is my office's trust account check in the amount of \$78.75 for the filing fee and certified copy of Articles of Incorporation. Please acknowledge the filing as soon as possible. Thank you.

Sincerely,

MERRITT & KELLER



Daniel B. Merritt, Jr., Esq.

\$78.75

FILED  
01 DEC 17 AM 7:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12-18-01  
wcc

**ARTICLES OF INCORPORATION**  
**FOR**  
**NISSEN HOLDINGS, INC.**

FILED  
01 DEC 17 AM 7:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I - NAME**

Section 1.1 **Designation**. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

NISSEN HOLDINGS, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II - DURATION**

Section 2.1 **Perpetual Existence**. The Corporation shall have perpetual existence until dissolved by the laws of the State of Florida, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

Section 3.1 **Place of Business**. The principal place of business of the Corporation shall be located at 28711 Hanging Moss Loop, Wesley Chapel, FL 33543, or at such other place as may from time-to-time be specified by the Board of Directors (the **Board**).

Section 3.2 **Mailing Address.** The mailing address of the corporation is 28711 Hanging Moss Loop, Wesley Chapel, FL 33543, or as from time-to-time specified by the Board.

#### **ARTICLE IV - PURPOSE**

Section 4.1 **Purposes.** This Corporation is organized for the purpose of engaging in the child day care business and everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to said purposes or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

#### **ARTICLE V - OFFICERS, DIRECTORS, AND ELECTIONS**

Section 5.1 **Officers.** The affairs of the Corporation shall managed by the following officers:

President - KEVIN NISSEN  
Secretary/Treasurer - LORI NISSEN

Section 5.2 **Directors.** The initial board of directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders of the corporation.

Section 5.3 **Elections.** The procedure for election of the above officers and directors shall be as specified by the Board as from time-to-time amended.

## ARTICLE VI - CORPORATE POWERS

Section 6.1 **Powers.** The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

## ARTICLE VII - STOCK

Section 7.1 **Shares.** The Corporation is authorized to issue 1,000 shares of common stock in equal shares to the shareholders, having a par value of \$1.00 per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may be may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes. The corporation is not authorized to issue shares in series.

Section 7.2 **Dividends.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 **Classes or Series of Stock**. The shares of Capital Stock of the Corporation may not be divided into either classes or series.

#### **ARTICLE VIII - AMENDMENT**

Section 8.1 **Procedure**. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon members is subject to this reservation.

#### **ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS**

Section 9.1 **Registered Agent and Address**. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation is 224 N. Broad St., Brooksville, FL 34601, and DANIEL B. MERRITT, JR., Esq., shall be the initial Registered Agent of the Corporation at that address.

#### **ARTICLE X - NAMES AND ADDRESSES**

Section 10.1 **Names and Addresses**. The names and addresses of the individuals who shall serve as the initial directors of the Corporation until the first annual meeting, or until their successors shall have been elected and qualified are as follows:

KEVIN NISSEN	LORI NISSEN	ROBERT GRANDSTAFF
28711 Hanging Moss Loop	28711 Hanging Moss Loop	610 Thornwood Lane
Wesley Chapel, FL 33543	Wesley Chapel, FL 33543	Orange Park, FL 32073

The number of directors may either be increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors.

Section 10.2 **Initial Incorporator.** The name and address of the initial incorporator is KEVIN NISSEN, 28711 Hanging Moss Loop, Wesley Chapel, FL 33543


#### ARTICLE XI - INDEMNIFICATION

Section 11.1 **Officers, Directors, and Employees.** The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

#### ARTICLE XII - BYLAWS

Section 12.1 **Adoption.** The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, repeal any such bylaws adopted by it.

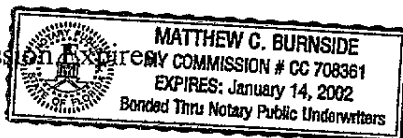
IN WITNESS WHEREOF, the above-named individual has hereunto subscribed his name this 4th day of December, 2001.

  
\_\_\_\_\_  
KEVIN NISSEN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**BEFORE ME**, the undersigned authority, on the 4<sup>th</sup> day of December, 2001, in the County and State aforementioned, personally appeared **KEVIN NISSEN**, the person, who, first being by me duly sworn, deposed and said upon his oath that he is the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, that he executed same for the purposes therein stated, and that his statements therein contained are accurate, true and correct; said person is either personally known to me or produced identification satisfactory to me (if Affiant produced identification, same is described as follows: FLORIDA DRIVERS LICENSE).

My Commission Expires



Matthew C. Burnside (Printed Name)  
NOTARY PUBLIC, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NISSEN HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 28711 Hanging Moss Loop, Wesley Chapel, FL 33543, has named DANIEL B. MERRITT, JR., Esq., located at 224 N. Broad St., P.O. Box 428, Brooksville, FL 34605-0428, as its agent to accept service of process within the State of Florida.

Signature: Kevin Nissen

KEVIN NISSEN

Title: Incorporator

Date: 12/04/2001

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for NISSEN HOLDINGS, INC., at the place designated in these Articles, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: *Daniel B. Merritt*  
DANIEL B. MERRITT, JR., Esq.

Date 12-11-01

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FILED  
01 DEC 17 AM 7:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA