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March 5, 2002

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

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-03/06/02--01031--016
*****78.75 *****78.75

SUBJECT: Blooming Babies Child Care, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 for the filing fee and certified copy.

Blooming Babies Child Care, Inc.
14017 SW 91st Street
Archer, FL 32618
(352) 495-4654

FILED
02 MAR -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you need any further information, please contact me at the above number.

Sincerely,

Dawn S. Bekaert

Dawn S. Bekaert

g3/13

ARTICLES OF INCORPORATION
OF
BLOOMING BABIES CHILD CARE, INC.

FILED
02 MAR -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be Blooming Babies Child Care, Inc.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation shall be 14017 SW 91st Street, Archer, FL 32618.

ARTICLE III. DURATION

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock on one class only, having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of this corporation is Sharon C. Brannan, CPA PA, 161 N. Main Street, Williston, FL 32696.

ARTICLE VI. INCORPORATORS

The name and address of the incorporators are:

NAME

ADDRESS

Dawn S. Bekaert

14017 SW 91st Street
Archer, FL 32618

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, in accordance with by-laws adopted by the shareholders, provided, that the corporation shall always have the minimum number of directors required by law.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

NAME

ADDRESS

Dawn S. Bekaert

14017 SW 91st Street
Archer, FL 32618

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shares entitled to vote thereon.

The undersigned incorporators have executed these Articles of Incorporation this

Fifth day of March, 2002.

Dawn S. Bekart

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
02 MAR -6 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Blooming Babies Child Care, Inc.
2. The name and address of the registered agent and office is:

Sharon C. Brannan, CPA PA
161 N. Main Street
Williston, FL 32696

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sharon C. Brannan, CPA
SHARON C. BRANNAN, CPA PA

3/5/02
DATE