

H. Stephen Hillebrand
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Phone (941) 365-5900

March 21, 2002

PO000034397

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

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-03/25/02--01086--010.
*****78.75 *****78.75

RE: Love and Laughter Fun Care Center, Inc.

Dear Sir/Madam:

Please find enclosed original Articles of Incorporation and check for \$78.75 to cover the following for the above-referenced corporation:

Filing fees	\$35.00
Certified copy	8.75
Registered Agent designation	35.00

Thank you.

Sincerely,

H. Stephen Hillebrand

H. STEPHEN HILLEBRAND
Dictated by Mr. Hillebrand and signed
in his absence to avoid delay.

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2002 MAR 25 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HSH/ejd
Enclosure

7 SMITH APR 01 2002

ARTICLES OF INCORPORATION
OF
LOVE AND LAUGH FUN CARE CENTER, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: LOVE AND LAUGHTER FUN CARE CENTER, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of common stock with a par value of \$10.00 a share. The Board of Directors may dispose of the authorized

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but unissued stock from time to time.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation may be made subject to restrictions on transferability by agreement among the holders of said shares. A copy of any such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during the business hours.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is: 2014 Edgewater Drive, Sarasota, Florida 34234, and the name of the initial registered agent at such address is Lesa Snipes-Williams.

ARTICLE VIII - DIRECTORS

This corporation shall have one director initially. The number shall be fixed by the by-laws and may be changed from time to time. The name and address of each member of the first board of directors is:

Lesa Snipes-Williams
2014 Edgewater Drive
Sarasota, FL 34234

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is: Lesa Snipes-Williams, 2014 Edgewater Drive, Sarasota, Florida 34234.

ARTICLE X - COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of acceptance and approval by the Secretary of State and the assignment of its charter number.

ARTICLE XI - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The Corporation's principal office is located at 2014 Edgewater Drive, Sarasota, Florida 34234. The mailing address of the Corporation is 2014 Edgewater Drive, Sarasota, Florida 34234.

IN WITNESS WHEREOF, the Incorporator has subscribed her name this
21st day of March, 2002.

Lesa Snipes-Williams
LESA SNIPES-WILLIAMS

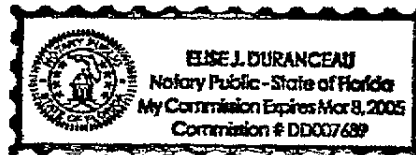
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of March, 2002, by LESA SNIPES-WILLIAMS, who is personally known to me or who has furnished Florida Driver's license as identification.

WITNESS my hand and seal in the County and State last aforesaid, this 21st day of March, 2002.

Elise J. Duranceau
Notary Public

My commission expires:



ACCEPTANCE

HAVING been named as registered agent for LOVE AND LAUGHTER FUN., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 21st day of March, 2002.

Lesa Snipes-Williams
LESA SNIPES-WILLIAMS

CARE CENTER, INC.

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