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March 15, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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

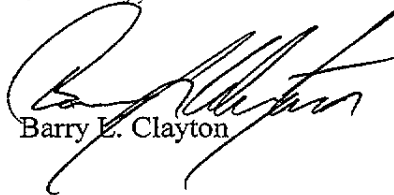
Re: Carousel Learning Center, Inc.
Articles of Incorporation
File No. 435.001

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation along with a check for the sum of \$87.50 in full payment of the filing (\$35.00), registered agent (\$35.00), certified copy (\$8.75) and certificate of status (\$8.75) fees. Please return a certified copy of the Articles of Incorporation and the Certificate of Status to me in the enclosed return envelope

Thank you in advance for your prompt attention to this matter.

Sincerely,


Barry L. Clayton

BLC/gb
Enclosures

FILED
02 MAR 29 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-8372

RM 3/29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 2002

BARRY L CLAYTON ESQ.
1675 PALM BEACH LAKES BLVD
WEST PALM BEACH, FL 33401

SUBJECT: CAROUSEL LEARNING CENTER, INC.
Ref. Number: W02000008372

We have received your document for CAROUSEL LEARNING CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 602A00017950

**ARTICLES OF INCORPORATION
OF
CAROUSEL PRESCHOOL, INC.**

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Carousel Preschool, Inc.
2. The principal office of the Corporation shall be located at 17892 Mellen Lane, Jupiter, Florida 33478.
3. The 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.
4. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share.
5. The street address of the initial registered office of this Corporation is 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Barry L. Clayton.
6. The name and address of the person signing these Articles of Incorporation as incorporator Nancy A. Moots, 17892 Mellen Lane, Jupiter, Florida 33478.
7. The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the initial directors are Nancy A. Moots and Rory R. Moots, 17892 Mellen Lane, Jupiter, Florida 33478.

Dated: March 14, 2002

Nancy A. Moots
NANCY A. MOOTS
Incorporator

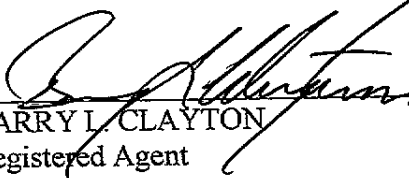
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Carousel Preschool, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 14, 2002


BARRY L. CLAYTON
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA