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April 23, 2002

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OUR REFERENCE

020059 RSG:jmj

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

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-04/26/02--01052--015
*****78.75 *****78.75

RE: New Beginning Child Care and Development Center, Inc.

To Whom It May Concern:

Enclosed for filing with the Secretary of State are Articles of Incorporation of New Beginning Child Care and Development Center, Inc. Also enclosed is check #9437 in the amount of \$78.75 (\$35.00 filing fee, \$35.00 designation of registered agent and \$8.75 for certified copy).

Please send the certified copy to:

Robert S. Green, Esq.
GURNEY & HANDLEY, P.A.
P.O. Box 1273
Orlando, FL 32802-1273
(407) 843-9500

Yours truly,

Joyce M. Julian

Joyce M. Julian,
Secretary to Robert S. Green

Enclosure
cc: Mr. Carlos Torres

SecretaryState-WaterLLC/LettersDir

D. WHITE APR 30 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW BEGINNING CHILD CARE AND DEVELOPMENT CENTER, INC.

I, the undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is NEW BEGINNING CHILD CARE AND DEVELOPMENT CENTER, INC. The principal place of business of this corporation shall be 2820 Alafaya Trail, Orlando, Florida 32826.

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

The street address of the initial registered office of this Corporation is 1860 Blue Fox Court, Orlando, Florida 32825, and the

name of the initial registered agent of this Corporation at that address is Carlos E. Torres.

ARTICLE V

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Carlos E. Torres	1860 Blue Fox Court Orlando, Florida 32825
Jacqueline L. Torres	1860 Blue Fox Court Orlando, Florida 32825

ARTICLE VI


The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Carlos E. Torres	1860 Blue Fox Court Orlando, Florida 32825

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.


I, the Incorporator of this Corporation, have executed these
Articles of Incorporation this 22 day of April, 2002.

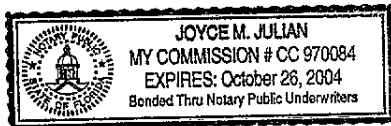

Carlos E. Torres

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged
before me this 22 day of April, 2002, by Carlos
E. Torres.


Notary Public - State of Florida
My Commission Expires:



**DESIGNATION OF REGISTERED AGENT OFFICE AND REGISTERED AGENT
PURSUANT TO SECTION 607.034, FLORIDA STATUTES**

NEW BEGINNING CHILD CARE AND DEVELOPMENT CENTER, INC., hereby designates Carlos E. Torres as its Registered Agent and 1860 Blue Fox Court, Orlando, Florida 32825 as its Registered Office. The street address of its Registered Office and the street address of the business office of its Registered Agent are the same.

**NEW BEGINNING CHILD CARE AND
DEVELOPMENT CENTER, INC.**

Dated: 4-22, 2002

By: 
Carlos E. Torr s, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above corporation at the above Registered Office, I hereby simultaneously accept such appointment. I am familiar with, and accept, the obligations provided for in Section 607.325, Florida Statutes.


Carlos E. Torres
Registered Agent

Dated: 4-22, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA