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May 15, 2002

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 MAY 17 AM 11:23

Subj: Incorporation of
All Night Sleep Tight Childcare Center, Inc.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$78.75 to cover the filing fee.

3. Designation of Resident Agent.

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*****78.75 *****78.75

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,

Melanie Marshall
Melanie Marshall

5-20-02
WC

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ARTICLES OF INCORPORATION

OF

All Night Sleep Tight Childcare Center, Inc.

ARTICLE I. NAME

The name of this corporation is

All Night Sleep Tight Childcare Center, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2880 Pomello Rd., Malabar, Florida 32950 and the name of the initial registered agent of this corporation at that address is Melanie Marshall.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

MELANIE MARSHALL
2880 Pomello Rd.
Malabar FL 32950

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1941 Robert J. Conlan, Palm Bay, Florida 32909, and the mailing address of the corporation is P.O. Box 1943, Melbourne FL 32902.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

MELANIE MARSHALL
2880 Pomello Rd.
Malabar FL 32950

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 15th day of May, 2002.

Melanie Marshall
MELANIE MARSHALL

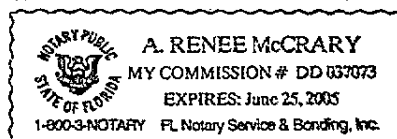
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MELANIE MARSHALL to me known to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of May, 2002.

FL/DL

A. Renee McCrary
Notary Public



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SECRETARY OF CORPORATIONS
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DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That All Night Sleep Tight Childcare Center, Inc., desiring to organize under Statutes of the State of Florida, with its principal office at 1941 Robert J. Conlan, Florida 32905, has named MELANIE MARSHALL, located at 2880 Pomello Rd. Malabar, Florida 32950, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Melanie Marshall
MELANIE MARSHALL
Registered Agent