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05/29/02-01003-009

*****70.00 *****70.00

Re: Incorporation/Gingerbread Daycare, Inc.

Dear Sir:

Enclosed please find duplicated Articles of Incorporation for Gingerbread Daycare, Inc. Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,

Randall J. Marshall
Randall J. Marshall

RJM/sd
enc.

02 MAY 28 PM 2:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SMITH MAY 29 2002

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02 MAY 28 PM 2:32
DIVISION OF CORPORATIONS
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
GINGERBREAD DAYCARE, INC.

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

ARTICLE ONE:

The name of the Corporation is GINGERBREAD DAYCARE, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To engage in any or all of the aspects of a day care center.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 138 E. French Ave., Orange City, FL 32763, and the name of its initial registered agent at such address is ROGER CLARK. This address is also the address of the principal office and mailing address for the corporation. ROGER CLARK, by executing these ARTICLES states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is two

(2). The names and addresses of the persons who are to serve as members of the initial board are:

<u>NAME</u>	<u>ADDRESS</u>
Roger Clark	1392 Trollman Ave. Deltona, FL 32738
Judy Clark	1392 Trollman Ave. Deltona, FL 32738

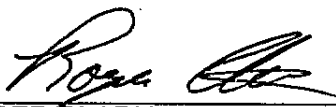
ARTICLE SEVEN:


The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Roger Clark	1392 Trollman Ave. Deltona, FL 32738
Judy Clark	1392 Trollman Ave. Deltona, FL 32738

02 MAY 28 PM 2:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Executed by the undersigned at Orange City, Florida, on the 23 day of May, 2002.

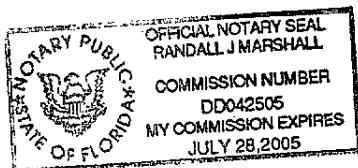


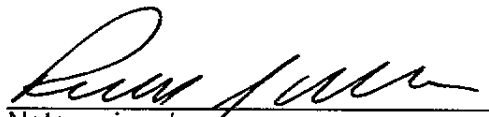
ROGER CLARK
Incorporator/Registered Agent


JUDY CLARK
Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23 day of May, 2002, by ROGER CLARK and JUDY CLARK, () who is personally known to me or () who have produced _____ as identification.





Notary signature
Randall J. Marshall

Notary name printed
Commission No. _____
My commission expires: _____