

PO2000086219

August 2, 2002

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

100006943891--8
-08/07/02--01040--032
*****78.75 *****78.75

Re: A CIRCLE OF FRIENDS PRE-SCHOOL AND CHILD CARE, INC.

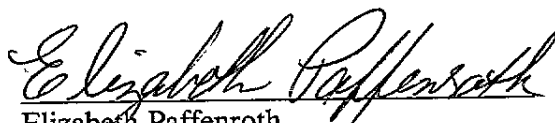
Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$78.75. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Elizabeth Paffenroth
771 Titan Rd. S.E.
Palm Bay, Florida 32909
(321)725-1560

02 AUG -7 AM 9:36
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

16MTH AUG 07 2002

5

ARTICLES OF INCORPORATION
OF
A CIRCLE OF FRIENDS PRE-SCHOOL AND CHILD CARE, INC.

ARTICLE I - NAME

The name of the corporation is A CIRCLE OF FRIENDS PRE-SCHOOL AND CHILD CARE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares at \$ 1.00 par value, common stock, which shall be designated "Common Shares". One hundred (100) shares shall be issued initially.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

02 AUG - 7 AM 9:36
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1430 Knecht Rd., Palm Bay, Florida 32905, and the name of the initial registered agent of this corporation at that address is: ELIZABETH PAFFENROTH.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 is: Elizabeth Paffenroth, 771 Titan Rd. S.E., Palm Bay, Florida 32909.

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 1430 Knecht Rd., Palm Bay, Florida 32905, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATOR(S)

The name and address of the person signing these Articles is: Elizabeth Paffenroth, 771 Titan Rd. S.E., Palm Bay, Florida 32909.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

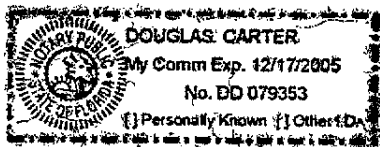
Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

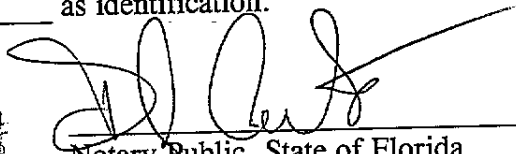
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of August, 2002.


Elizabeth Paffenroth
771 Titan Rd. S.E.
Palm Bay, FL 32909

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 2nd day of August, 2002, by Elizabeth Paffenroth, who is personally known to me or who has produced Fla. De. h.c. as identification.






Notary Public, State of Florida

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: August 2, 2002



Elizabeth Paffenroth
1430 Knecht Rd.
Palm Bay, FL 32905

02 AUG - 7 AM 9:36
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS