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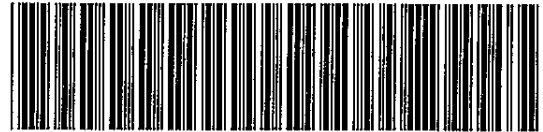
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TALLAHASSEE, FLORIDA

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DAVID M. LANDIS
JON E. KANE

October 31, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Laughlin Childcare Corporation

Dear Sir or Madam:

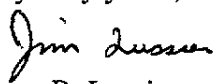
I enclose my client's check in the amount of \$78.75 in connection with the above corporation for the following:

| | |
|----------------------|--------------|
| Filing Fee | \$35.00 |
| Certified Copy | 8.75 |
| Registered Agent Fee | <u>35.00</u> |
| TOTAL | \$78.75 |

I am also enclosing the original and one copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Very truly yours,


James R. Lussier

Enclosures

**ARTICLES OF INCORPORATION
OF
LAUGHLIN CHILDCARE CORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is LAUGHLIN CHILDCARE CORPORATION.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of common stock. Each of such shares shall have a par value of \$0.001 per share.

ARTICLE IV

The street address and the mailing address of the place of business of the Corporation is 13413 Bristlecone Circle, Orlando, Florida 32828. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Mateer & Harbert, P.A., 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James R. Lussier, Esq..

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Director as provided in the Bylaws. The name and address of the Director is:

Name

Ann L. Powell

Address

13413 Bristlecone Circle
Orlando, Florida 32828

ARTICLE VI

The name and address of the incorporator is Ann L. Powell, 13413 Bristlecone Circle, Orlando, Florida 32828.

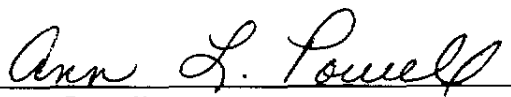
ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: October 30, 2002.

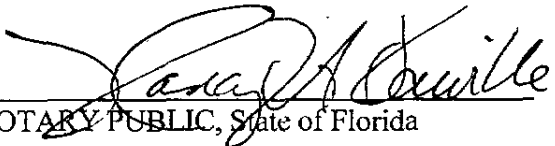

Ann L. Powell

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on October 30, 2002, by Ann L. Powell. She is personally known to me or has produced _____
(type of identification) as identification.

NOTARIAL SEAL:




NOTARY PUBLIC, State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That LAUGHLIN CHILDCARE CORPORATION desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 13413 Bristlecone Circle, Orlando, Florida 32828, Orange County, State of Florida, has named James R. Lussier, Esq. as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


James R. Lussier, Esq.
(Registered Agent)