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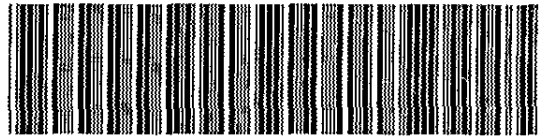
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Janell Haugabook
1563 Fourth Street
Sarasota, FL 34236

November 1, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find Articles of Incorporation for ^{ms.} ~~ms.~~ Book's Learning Center, Inc., A Florida Corporation. Please register this corporation and it's Registered Agent in accordance with applicable Florida law. Enclosed is my check for \$78.75 as outlined herein,

Corporate filing fee	\$35.00
Registered agent fee	35.00
Certified Copy ret'd fee	8.75
Total check	<u>\$78.75</u>

Thank you in advance for assistance in this matter. Should you have questions, please call me or my Administrative Assistant and Typist, Ginny Cladin at 941-365-7938.

Thank you,


Janell Haugabook

**ARTICLES OF INCORPORATION
OF
Ms. ~~NEB~~ Book's Learning Center, Inc.**

(Pursuant to Chapter 607 and/or 621, Florida Statutes)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article 1.

Name

ms.

The name of the corporation is ~~Ms.~~ Book's Learning Center, Inc., a Florida Corporation.

Article 2.

Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department.

Article 3.

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 and/or 621, Florida Statutes, as now exists or may after be amended.

This corporation shall have the broad general powers set forth in Chapter 607.0302, Florida Statutes, and the purpose for which this corporation is organized is operation of a child care center.

Article 4.

Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.
Pre-Emptive Rights

Every shareholder, upon the sale of any new stock of this corporation, 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.

Article 6.
Initial Registered Office

The initial registered office of this corporation is at 1563 Fourth Street, Sarasota, FL 34236 and the initial registered agent of this corporation at that address is, Janell Haugabook, who by her signature hereon states that she is hereby familiar with and accepts the duties and responsibilities as registered agent for said corporation.

Article 7.
Initial Board of Directors

This corporation shall have One Director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by laws; however, there shall never be less than one Director nor more than three. Voting for Directors shall be under the cumulative vote system. The name and address of the initial Board of Directors of the corporation is:

NAME	TITLE OF OFFICERS/DIRECTORS	ADDRESS
Janell Haugabook	President	1563 Fourth Street, Sarasota, FL 34236

Article 8.
Incorporator

The name and address of the Incorporator is as follows:

Janell Haugabook, 1563 Fourth Street, Sarasota, FL 34236 —

Article 9.
Principal Office and Mailing Address

The principal office and mailing address for this corporation is as follows:

1563 Fourth Street, Sarasota, FL 34236 —

Article 10.
Indemnification

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

Article 11.
Amendment

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.

Article 12.
Commencement of Corporation Existence

In accordance with Section 607.167, Florida Statutes, the date when corporation existence shall commence is the date subscription and acknowledgement of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

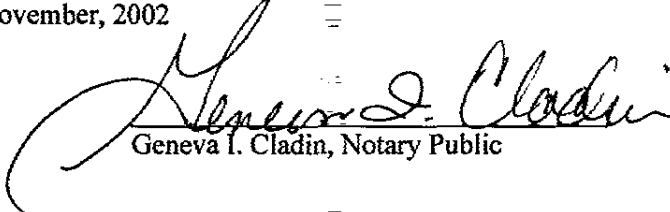
IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 1st day of November, 2002.


Janell Haugabook, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Janell Haugabook, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and has produced a Florida Driver License bearing number H212-432-74-604-0 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State of Florida, County of Sarasota, this 1st day of November, 2002


Geneva I. Cladin, Notary Public

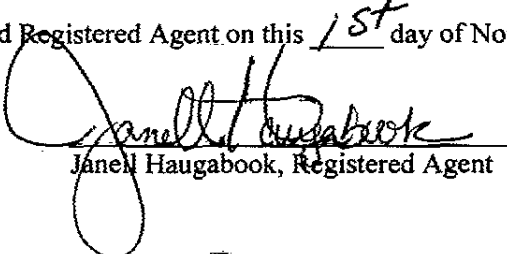


Geneva I Cladin
My Commission DD089858
Expires February 08, 2006

ACCEPTANCE BY REGISTERED AGENT

I, Janell Haugabook, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

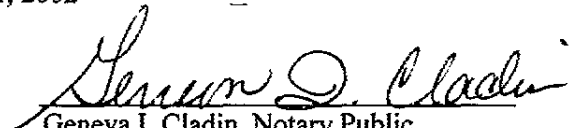
IN WITNESS WHEREOF, the undersigned Registered Agent on this 1st day of November, 2002.


Janell Haugabook, Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Janell Haugabook, known to be and known by me to be the person who has accepted the designation of Registered Agent of Miss Book's Learning Center, Inc., and has produced a Florida Driver License bearing number H212-432-74-604-0 as proof of identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State of Florida, County of Sarasota, this 1st day of November, 2002


Geneva I. Cladin, Notary Public



Geneva I. Cladin
My Commission DD088858
Expires February 08, 2006

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TALLAHASSEE