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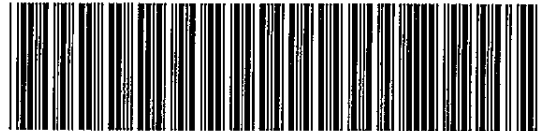
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-5-03

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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. THE LEARNING PLACE DAY SCHOOL, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE LEARNING PLACE DAYSCHOOL, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I – NAME: The name of the Corporation is The Learning Place Dayschool, Inc.

ARTICLE II – DURATION: This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE: To provide care for children.

The full power and authority to do any and all other acts necessary of incidental to the powers herein specifically designed, and to do all and everything necessary to accomplish the objects enumerated in these Articles of Incorporation to the protection and benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects set forth in these Articles or any amendments thereof.

ARTICLE IV – CAPITAL STOCK: This Corporation is authorized to issue 1,000 shares of non-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 thereof (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 principal office of the Corporation is 13925 SW 106 Terrace Miami, Fl. 33186 and the name of the initial registered agent of this Corporation at that address is *Christina Vazquez*

ARTICLE VII – INCORPORATOR: The name and address of the persons signing these Articles are:

Isabel Garcia Vazquez  
13925 SW 106<sup>th</sup> Terrace  
Miami, Fl. 33186

Christina M. Vazquez  
13925 SW 106<sup>th</sup> Terrace  
Miami, Fl. 33186

ARTICLE VIII – BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX – RESTRICTIONS ON TRANSFER OF STOCK: Shares of Capital Stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Isabel Vazquez – 50 %  
Christina Vazquez – 50 %

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders.

ARTICLE X – CALLING OF SPECIAL METING: Special meetings of shareholders may be called by Certified Mail, Return Receipt requested giving five (5) days written notice.

ARTICLE XI – SHAREHOLDERS QUORUM AND VOTING: 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 XII – SHAREHOLDERS MEETING REQUIRED: Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by Law, except as provided for in Article XX.

ARTICLE XIII – MANAGEMENT OF CORPORATION BY SHAREHOLDERS: All Corporate powers shall be exercised by or under the authority of and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.


ARTICLE XIV – POWERS: This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

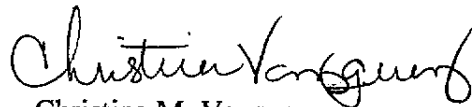
ARTICLE XV – MEETING BY TELEPHONE CONFERENCE: Shareholders may participate in special meetings by means of telephone conference as provided by Law.

- ARTICLE XVI – ACTION BY SHAREHOLDERS WITHOUT A MEETING: The shareholders may take action by written consent, as provided by Law.
- ARTICLE XVII – DIVIDENDS: Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.
- ARTICLE XVIII – INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by Law.
- ARTICLE XIX – AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.
- ARTICLE XX – NOTICE: Any notice required herein shall be by Certified Mail, Return Receipt requested, or hand delivered to the Stockholders at the following address:
- 13925 SW 106<sup>th</sup> Terrace  
Miami, Fl. 33186
- ARTICLE XXI – INITIAL DIRECTORS AND OFFICERS: This Corporation shall initially have at least one Director, the names and addresses of the Directors are as follows:
- Isabel Garcia Vazquez – President  
13925 SW 106<sup>th</sup> Terrace  
Miami, Fl. 33186
- Christina M. Vazquez – Vice President  
13925 SW 106<sup>th</sup> Terrace  
Miami, Fl. 33186
- ARTICLE XXII – PRINCIPAL OFFICE ADDRESS: The initial address of the principal office of this Corporation in the State of Florida is 13925 SW 106<sup>th</sup> Terrace, Miami, Fl. 33186. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.
- ARTICLE XXIII – CONFLICT OF ADDRESS: No contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other Corporation, or by reason of the fact that one or more of the officers

or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 3rd day of March, 2003.

  
Isabel Garcia Vazquez

  
Christina M. Vazquez

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERD OFFICE**

FILED

03 MAR -5 PM 3: 39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE  
APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THIS CAPACITY. I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,  
AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION  
AS REGISTERED AGENT.**



**REGISTERED AGENT SIGNATURE**