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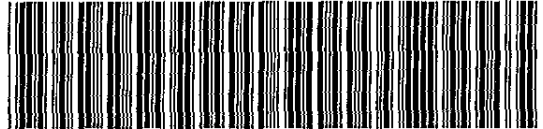
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*Amended &
Restated
Articles*

03 JUN 11 AM 11:02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

2013/6/13/03

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY

DATE: 6-11-03

REF. #: 0399.16798

CORP. NAME: FORSYTH ASSOCIATES, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 1002 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$**_____

PLEASE RETURN:

- | | | |
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| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FORSYTH ASSOCIATES, INC.

FILED
03 JUN 11 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1007 Florida Statute, this Florida Profit Corporation does hereby adopt the following Amended and Restated Articles of Incorporation. The Amendment was proposed by the Board of Directors and was unanimously approved by all of the Shareholders entitled to vote on the Amendment. The Articles of Incorporation of Forsyth Associates, Inc., are hereby amended and restated as follows:

ARTICLE I - NAME

The name of this Corporation is: FORSYTH ASSOCIATES, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes and objects of the Corporation shall have the following rights and powers:

The purposes and objects of the Corporation is to operate as a franchisee, a preschool early learning center, under a Franchise Agreement with Goddard Systems, Inc.

ARTICLE IV - CAPITAL STOCK

A. The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

B. The issuance and transfer of any stock of Corporation is restricted by the terms of Section 12 of that certain Franchise Agreement by and between this Corporation and Goddard Systems, Inc. In addition, any Shareholder of this Corporation shall be subject to restrictions imposed upon assignments and transfers of the Corporation stock pursuant to such certain Franchise Agreement by and between this Corporation and Goddard Systems, Inc.

C. Notwithstanding the provisions of these Articles of Incorporation or Florida law, in the event of death of a Shareholder, the interest of the deceased shall or may be transferred by testamentary instrument to the executor administrator, personal representative, estate, distributee or distrubutees of the Estate of the deceased shareholder, provided that, as a condition precedent to the transfer of the interest, the prospective transferee of the interest shall:

- i. provide sufficient evidence of the legal right and authority of the prospective transferee to have the interest so transferred and registered; and

ii. comply with the provisions of these Articles of Incorporation and with that certain Franchise Agreement by and between this Corporation and Goddard Systems, Inc.

D. In the event that neither the Estate of the deceased Shareholder nor its distributees elect to acquire said interest, the provisions regarding assignment and transfer of interest of that certain Franchise Agreement shall be applicable to such interest.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 7916 Warwick Gardens Lane, University Park, Florida 34201.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 7916 Warwick Gardens Lane, University Park, Florida 34201, and the Registered Agent at such office is Robert W. Forsyth.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Robert W. Forsyth	7916 Warwick Gardens Lane University Park, FL 34201
Donna B. Forsyth	7916 Warwick Gardens Lane University Park, FL 34201

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

The undersigned has executed these Articles this 9th day of JUNE, 2003.

WITNESSES:

FORSYTH ASSOCIATES, INC.

Rebecca Foster

By:

Donna B. Forsyth
Donna B. Forsyth,
President

Rebecca Foster


By:

Robert W. Forsyth
Robert W. Forsyth,
Secretary

These amended and restated articles were adopted by the shareholders on June 9, 2003.

Having been named as Registered Agent and to accept service of process for FORSYTH ASSOCIATES, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent 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.

6/9/03
Date



Robert W. Forsyth
Registered Agent