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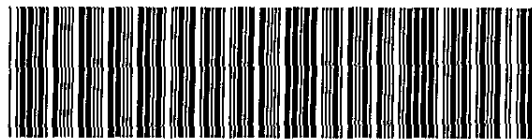
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 121837 124006A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 78.75

ORDER DATE : June 6, 2003

ORDER TIME : 1:08 PM

ORDER NO. : 121837-005

CUSTOMER NO: 124006A

CUSTOMER: Ms. Toni Strange
Professional Services

1945 Avocado Drive

Daytona Beach, FL 32128

DOMESTIC FILING

NAME: LITTLE SPROUTS LEARNING
CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
LITTLE SPROUTS LEARNING CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name of Corporation

The name of this corporation is LITTLE SPROUTS LEARNING CENTER, INC.

The address of the principal office of this corporation shall be 131 Ridge Road, Oak Hill, FL 32759.

ARTICLE II

Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock having no par value per share.

ARTICLE IV

Registered Office and Agent

The street address of the initial registered office of the corporation is 131 Ridge Road, Oak Hill, FL 32759. The name of the registered agent of the corporation at such address is Kenneth Wayne Saturday.

ARTICLE V

Duration

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence shall be the time these Articles of Incorporation are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, or, if not so filed within five (5) days, the date and time of such filing with the Department of State.

ARTICLE VI

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE VII

Special Provision

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361, et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE VIII

Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Kenneth Wayne Saturday

131 Ridge Road
Oak Hill, FL 32759

The number of directors may be changed from time to time by the bylaws.

ARTICLE IX

Officers

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Kenneth Wayne Saturday
President

131 Ridge Road
Oak Hill, FL 32759

ARTICLE X

Incorporators

The name and address of the incorporators and subscribers to 50 shares of the common voting stock of this corporation is as follows:

Kenneth Wayne Saturday 131 Ridge Road
Oak Hill, FL 32759

ARTICLE XI

Amendment of Articles

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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 29th day of May, 2003.

Kenneth Wayne Saturday
Kenneth Wayne Saturday
Incorporator

Kenneth Wayne Saturday
Kenneth Wayne Saturday
Registered Agent

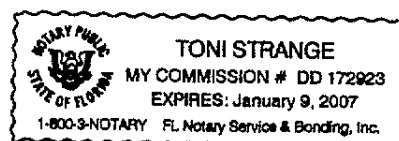
STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 29th day of May, 2003, Kenneth Wayne Saturday, at Port Orange, Florida.

 Identification
 / Personally known

Toni Strange
Toni Strange-Notary Public
State of Florida at Large



CERTIFICATE DESIGNATING REGISTERED

AGENT AND STREET ADDRESS FOR

SERVICE OF PROCESS

FILED

03 JUN -6 PM 12:04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 48.091, Florida Statutes, LITTLE SPROUTS LEARNING CENTER, INC., hereby designates Kenneth Wayne Saturday, 131, Ridge Road, Oak Hill, FL 32759, as its registered agent and the street address of its registered office, respectively for service of process within the State of Florida.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

The undersigned, Kenneth Wayne Saturday, hereby accepts designation as registered agent for LITTLE SPROUTS LEARNING CENTER, INC., for service of process within the State of Florida.

Kenneth Wayne Saturday
Kenneth Wayne Saturday