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ARTICLES OF INCORPORATION

OF THUMBELINA PLAY & LEARNING CENTER, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, and do hereby adopt the following:

Article I

The name of the Corporation shall be Thumbelina Play & Learning Center, Inc.

Article II

This Corporation may engage in any activity or business permitted under the laws of the state of Florida.

Article III

The maximum number of shares of stock of this Corporation shall be Five Hundred (500) shares, the said share having a par value of one dollar and no/100 each and to be fully paid and non-assessable of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said share of stock shall be issued, sold or transferred only according to the By-laws of the Corporation for any indebtedness which may be due at any time by the holders of same to the Corporations, and such lien shall be superior to all liens of nay character, and all assignments and transfers of stock of this

Articles IV

The amount of capital with which the Corporation shall begin business shall be not less than Five Hundred (500.00) dollars.

Article V

The Corporation shall have perpetual existence.

Article VI

The principal place of business of this Corporation shall be: 490 east 32nd Street, Hialeah, Florida 33013.

Article VII

The business of the Corporation shall be conducted by a Board of Director of not less than one (1) nor more than nine (9) Directors.

Article VIII

The names of post office addresses of the officers and first Board of Directors of this Corporation, who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

Alicia Garcia – President, Secretary, Treasurer Director 490 east 32nd Street, Hialeah, Florida 33013.

Article IX

The names and post office addresses of the subscribers to the Certificate of Incorporation, and the number of share of capital stock each agrees to take, are as follows:

Alicia Garcia – President, Secretary, Treasurer Director 490 east 32nd Street, Hialeah, Florida 33013. (500 Shares)

IN WITNESS WHEREOF, the Incorporates have hereunto set their hands and seals this 23rd day of June 2003.

Alicia Garcia - President, Secretary, Treasurer Director

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PREACHES WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUES, THE FOLLOWING IS SUBMITTED:

FIRST -THAT THUMBELINA PLAY & LEARNING CENTER, INC			
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE			
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT			
THE CITY OF HIALEAH STATE OF FLORIDA, HAS			
NAMED ALICIA GARCIA LOCATED AT 490 EAST 32ND STREET			
HIALEAH STATE OF FLORIDA, AS ITS AGENT TO			
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.			
SIGNATURE: Slivia Garcia			
TITLE : PRESIDENT .			
DATE : 7/24/03			

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATES RELATIVE TO THE PROPER AND COMPLETE THE PERFORMANCE OF DUTIES.

SIGNATURE

PRESIDENT