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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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LAW OFFICE OF SEAN L. WILSON

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October 7, 2003

Via UPS Next Day Air

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Schaeffer's Pre-School, Inc.

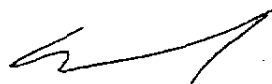
Dear Sir/Madam:

Enclosed please find:

1. Articles of Dissolution for Schaeffer's Pre-School Academy, Inc., a Florida not for profit corporation;
2. An Affidavit from Dimitris S. Akel, as Vice-Chairman of the Board of Directors of Schaeffer's Pre-School, Inc., a Florida not for profit corporation releasing the name of the corporation to the to be formed for profit corporation by the same name.
3. An original and a copy of the Articles of Incorporation for Schaeffer's Pre-School, Inc., a Florida for profit corporation;
4. My firm's check no. 639 in amount of \$35.00 for the filing fee for the Articles of Dissolution; and
5. My firm's check no 640 in the amount of \$87.50 for the filing fee for the Articles of Incorporation, a Certified Copy & a Certificate of Status.

If you have any questions, please do not hesitate to contact us.

Very truly yours,



Sean L. Wilson

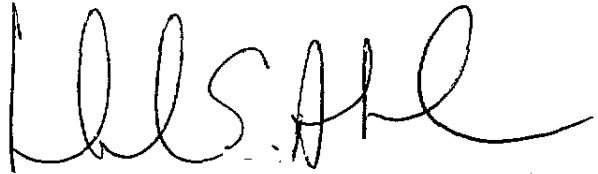
SLW/

AFFIDAVIT

Before me this day personally appeared Dimitris S. Akel, as Vice-Chairman of the Board of Directors of Schaeffer's Pre-School, Inc., a Florida not for profit corporation ("Affiant"), who, being duly sworn, deposes and says:

Schaeffer's Pre-School, Inc., a Florida not for profit corporation will not revoke the voluntary dissolution of its corporate existence and agrees to release the name Schaeffer's Pre-School Academy, Inc. to the for profit corporation to be formed by Sean L. Wilson, as Incorporator.

FURTHER AFFIANT SAYETH NOT.



Dimitris S. Akel, Affiant

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was sworn to, subscribed and acknowledged before me this ____ day of October, 2003, by Dimitris S. Akel, who is personally known to me or who has produced his driver's license as identification.

NOTARY PUBLIC, State of Florida



Sean Lee Wilson
My Commission DD156924
Expires December 09, 2006

(Printed name of Notary)

(NOTARY STAMP)

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be Schaeffer's Pre-School, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

245 N.W. 11th Street
Pompano Beach, Florida 33060

ARTICLE - III PURPOSE

The purpose for which the corporation is organized is any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV - SHARES

The corporation is authorized to issue on (1) class of stock consisting of On Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - REGISTERED AGENT


The name and Florida street address of the registered agent is:

Sean L. Wilson, Esq.
1750 N. University Drive, Suite 223
Coral Springs, Florida 33071

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is:

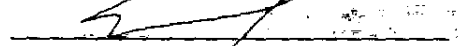
Sean L. Wilson, Esq.
1750 N. University Drive, Suite 223
Coral Springs, Florida 33071


Sean L. Wilson, Incorporator

Dated: October 7, 2003

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TALLAHASSEE, FLORIDA

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


Sean L. Wilson, Registered Agent

Dated: October 7, 2003

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TALLAHASSEE, FLORIDA