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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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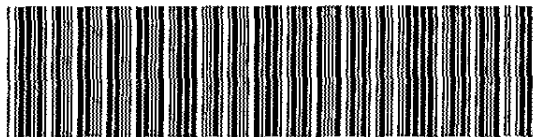
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03 NOV -7 PM 5:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓  
11/7/03

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: BABY JAG LEARNING CENTER, INC.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for: \$87.50, which includes, Filing Fee, Certified Copy, and Certificate of Status.

**FROM: Kyle F. Davis**

14475 Conifer Cove Trail  
Jacksonville, FL 32218

(904) 357-4873



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 24, 2003

KYLE F. DAVIS  
14475 CONIFER COVE TRAIL  
JACKSONVILLE, FL 32218

SUBJECT: BABY JAG LEARNING CENTER, INC.  
Ref. Number: W03000031115

We have received your document for BABY JAG LEARNING CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 103A00058186

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ARTICLES OF INCORPORATION 03 NOV -7 PM 5: 55  
OF  
BABY JAG LEARNING CENTER, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is BABY JAG LEARNING CENTER, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, 14475 Conifer Cove Trail, Jacksonville, Fl. 32218

ARTICLE III: CAPITAL STOCK

- (a) Authorized Shares. The total number of shares that may be issued by the corporation is 100, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.
- (b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferee thereto.
- (c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.
- (d) Voting. Each share of the common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.
- (e) Preemptive Rights. Shareholders shall have no preemptive rights.
- (f) Cumulative Voting. Cumulative voting shall not be permitted.

- (g) Restrictions Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 14475 Conifer Cove Trail, Jacksonville, Fl. 32218 and the name of the registered agent of this corporation at that address is Kyle F. Davis

#### ARTICLE V: DIRECTORS & INCORPORATIONS

- (a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.
- (b) Initial Board of Directors. The names and addresses of the initial director and incorporator until the first annual meeting of the shareholders are as follows:

Kyle F. Davis  
14475 Conifer Cove Trail  
Jacksonville, Fl. 32218

- (c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.
- (d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VI: BYLAWS

The directors shall adopt the initial Bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## ARTICLE VII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State Florida within Five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

## ARTICLE VIII: REGISTERED AGENT

I, Kyle F. Davis, hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Accepted : Kyle F. Davis  
Kyle F. Davis  
14475 Conifer Cove Trail  
Jacksonville, Fl. 32218

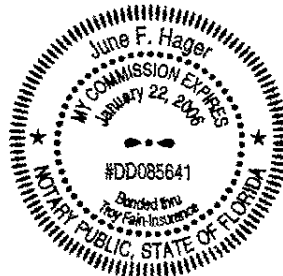
(904) 357-4873

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 3rd day of October, 2003.

Kyle F. Davis  
Kyle F. Davis  
Director, Incorporator, & Registered Agent

These Articles were signed in my presence by the Incorporator who produced a form of Identification or was personally known to me.

June F. Hager  
Notary Public  
Duval County, State of Florida



03 NOV - 7 PM 5:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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