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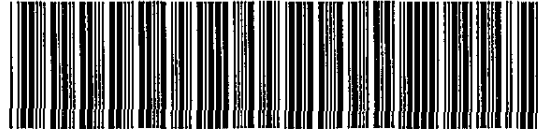
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TALLAHASSEE, FLORIDA

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Faucheux & Jones, P.A.

Attorneys at Law

845 Jenks Avenue
Panama City, Florida 32401
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Facsimile 850-763-9593
fjlaw@bellsouth.net

Patrick J. Faucheux
Nancy L. Jones



November 5, 2003

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Kids Incorporated of Lynn Haven, Inc.

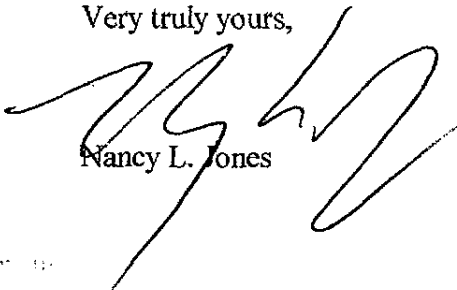
Dear Sir or Madam:

I am enclosing herewith the original and a copy of the proposed Articles of Incorporation for the new corporation to be known as Kids Incorporated of Lynn Haven, Inc. together with my check in the amount of \$122.50 for the filing fee, certification of copy and designation of registered agent.

Also enclosed herewith, please find the original and a copy of the certificate designating place of business of the corporation and the acceptance of the designation as registered agent.

I respectfully request that you file these Articles of Incorporation and return a certified copy to me.

Very truly yours,


Nancy L. Jones

NLJ/sm
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
KIDS INCORPORATED OF LYNN HAVEN, INC.**

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE: NAME

The name of the corporation is KIDS INCORPORATED OF LYNN HAVEN, INC.

ARTICLE TWO: CORPORATE DURATION

The duration of the corporation is perpetual and shall commence upon filing.

ARTICLE THREE: PURPOSE OR PURPOSE

The general purpose for which the corporation is organized are:

1. Engage in the business of day care center for children.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors or the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the

foregoing.

ARTICLE FOUR: CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 1849 Virginia Avenue, Lynn Haven, Florida 32444 and the name of its initial registered agent at such address, is Mary Darlene Markham.

ARTICLE SIX: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is tow. The name and address of each person who is to serve as a member of the initial board of directors is:

Mary Darlene Markham- President, 1011 W. 11th Court, Panama City, Florida 32401

Janet Renee McCrain- Vice-President/Secretary, 1011 W. 11th Court, Panama City, Florida 32401

ARTICLE SEVEN: INCORPORATORS

The name and address of each incorporator is:

Mary Darlene Markham, 1011 W. 11th Court, Panama City, FL 32401
Janet Renee McCrain, 1011 W. 11th Court, Panama City, FL 32401

EXECUTED by the undersigned at Panama City, Bay County, Florida, on the 5 day of ^{November}~~October~~, 2003, retroactive to _____, 2003.

Mary Darlene Markham
MARY DARLENE MARKHAM

Janet Renee McCain
JANET RENEE MCCRAIN

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 5
day of November, 2003, by MARY DARLENE MARKHAM and JANET
RENEE MCCRAIN, who are personally known to me or produced
as identification.

Susan Andelyn Manis
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
KIDS INCORPORATED OF LYNN HAVEN, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

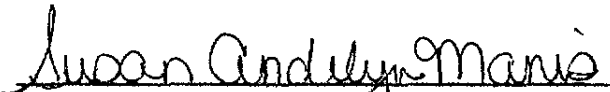
That KIDS INCORPORATED OF LYNN HAVEN, INC., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at 1849 Virginia Avenue, Lynn Haven, Florida 32444, has named MARY DARLENE MARKHAM, located at 1849 Virginia Avenue, Lynn Haven, Florida 32444, as its agent to accept service of process within Florida.

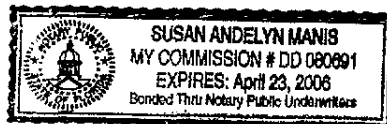
DATED this 5 day of November, 2003.


MARY DARLENE MARKHAM, President

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared MARY DARLENE MARKHAM, on Nov. 5, 2003, who after first being duly sworn and cautioned, states that she has read the foregoing and that it is true and accurate to the best of her knowledge and belief and that she is signing same as President of KIDS INCORPORATED OF LYNN HAVEN, INC..


Notary Public



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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FOR
KIDS INCORPORATED OF LYNN HAVEN, INC.**

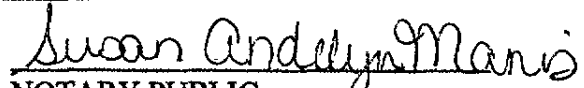
The undersigned employee of KIDS INCORPORATED OF LYNN HAVEN, INC., a corporation organized under the laws of the State of Florida, and having its principal place of business at 1849 Virginia Avenue, Lynn Haven, Florida 32444, on behalf of KIDS INCORPORATED OF LYNN HAVEN, INC., hereby accepts the designation by KIDS INCORPORATED OF LYNN HAVEN INC., as its registered agent pursuant to Chapter 607, Florida Statutes.

DATED this 5 day of Nov., 2003.


MARY DARLENE MARKHAM

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 5 day of Nov, 2003, by MARY DARLENE MARKHAM, who is personally known to me or produced _____ as identification.


NOTARY PUBLIC



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TALLAHASSEE, FLORIDA