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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 12/2

November 21, 2003

Florida Dept. of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Subj: Incorporation of ARIE'S DAY CARE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Paralegal Services, Inc., 1592 North Highway A1A, Satellite Beach, Florida 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

*Ariadna Falco.*  
Ariadna Falco

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARIE'S DAY CARE, INC.

ARTICLE I. NAME

The name of this corporation is

ARIE'S DAY CARE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares  
of \$10.00 par value common stock, which shall be designated  
"common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or series  
as that which he already holds, shall have the right to  
purchase his pro rata share (as nearly as may be done without  
issuance of fractional shares) at the price at which it is  
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 299 Harwood Avenue, Satellite Beach, Florida 32937, and the name of the initial registered agent of this corporation at that address is ARIADNA FALCO.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

ARIADNA FALCO  
299 Harwood Avenue  
Satellite Beach, Florida 32937

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 299 Harwood Avenue, Satellite Beach, Florida 32937, and the mailing address of the corporation is 299 Harwood Avenue, Satellite Beach, Florida 32937.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

ARIADNA FALCO  
299 Harwood Avenue  
Satellite Beach, Florida 32937

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 21st day of November, 2003.

Ariadna Falco  
ARIADNA FALCO

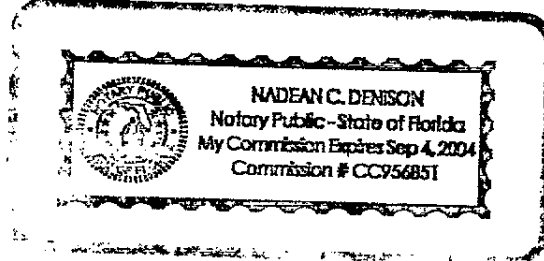
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ARIADNA FALCO to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of November, 2003.

FL/DL

Nadean C. Denison  
Notary Public



DESIGNATION  
AS  
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,  
Florida Statutes, the following is submitted:

That ARIE'S DAY CARE, INC. desiring to organize under the laws of the State of Florida, with its principal office at 299 Harwood Avenue, Satellite Beach, County of Brevard, Florida 32937, has named ARIADNA FALCO, located at 299 Harwood Avenue, Satellite Beach, Florida 32937 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

*Ariadna Falco*

ARIADNA FALCO  
Registered Agent

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TALLAHASSEE, FLORIDA