

P040000 29403

Rosalyn Smith

(Requestor's Name)

708 REVERA STREET

(Address)

Daytona Beach, FL 32114

(Address)

(City/State/Zip/Phone #)

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Roz's Rising Stars, INC

(Business Entity Name)

(Document Number)

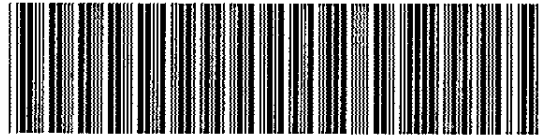
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ARTICLES OF INCORPORATION

OF

ROZ'S RISING STARS, INC.

The undersigned incorporators file these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I: NAME

The name of this corporation shall be known as ROZ'S RISING STARS, INC.

ARTICLE II: DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: CORPORATE PURPOSE

The Corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States, including but not limited to operation of a day care center and after school program.

ARTICLE IV: AUTHORIZED STOCK

The authorized capital stock of this Corporation shall consist of seventy five hundred (7,500) shares of one dollar (\$1.00) par value common stock.

ARTICLE V: SHAREHOLDERS LIMITATIONS

- A) **ISSUANCE OF STOCK.** A Shareholder may not issue capital stock to anyone who has not satisfied the requirements of the By-laws.
- B) **ALIENATION OF SHARES.** A Shareholder may not sell or transfer shares in the Corporation to any individual who is not eligible to be a shareholder of the corporation. The Corporation shall have right of refusal in any such transfer. The corporation must also give approval to the sale or transfer of such stock shares.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class or

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series as that which he holds, shall have the right to purchase his pro rata share at the price for which it is offered to others.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be 708 Revere Street, Daytona Beach, Florida 32114. The name of the initial Registered Agent of the Corporation at the Registered Office shall be Rosalyn Smith.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be comprised of three (3) persons. The names and addresses of the initial Board of Directors are as follows:

Charles L. Smith
President
708 Revere Street
Daytona Beach, Florida 32114

Rosalyn Smith
Executive Vice-President
708 Revere Street
Daytona Beach, Florida 32114

Amanda Smith
Secretary-Treasurer
708 Revere Street
Daytona Beach, Florida

The method of election of Board members and the time for election shall be described in the by-laws of this corporation. The by-laws shall also regulate the number of board members, officers and qualifications of persons who shall serve as members of the Board of Directors so long as the minimum requirements of the Florida general Corporation Act are satisfied.

ARTICLE IX: PRINCIPAL PLACE OF BUSINESS

The principal place of business for the initial conducting of corporation shall be 708 Revere Street, Daytona Beach, Florida 32114.

ARTICLE X: INCORPORATOR

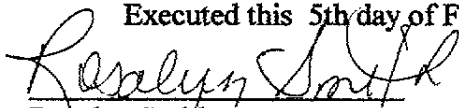
The name and address of the incorporator of this Corporation is:

Rosalyn Smith
708 Revere Street
Daytona Beach, Florida 32114

ARTICLE X: AMENDMENTS

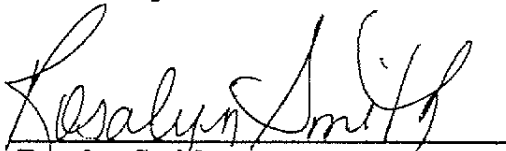
The Articles may be amended in a manner to be described in accordance with the corporation's by-laws, so long as such amendments do not conflict with the initial purposes as described in these Articles of Incorporation.

Executed this 5th day of February 2004


Rosalyn Smith
Incorporator

CERTIFICATE OF REGISTERED AGENT

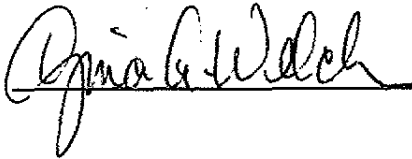
I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


Rosalyn Smith
Registered Agent

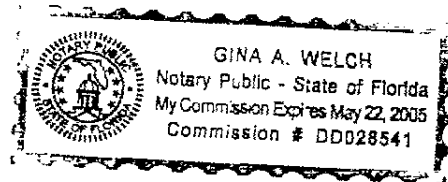
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned authority appeared Rosalyn S. Smith and Charles L. Smith, to me well known and they each presented identification or was personally known to me and she affixed her signature to the foregoing documents and did so after being sworn to and subscribed before me this 5th day of June, 2001.

Feb., 2004



Notary Public, State of Florida
My Commission Expires _____



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