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(Requestor's Name)

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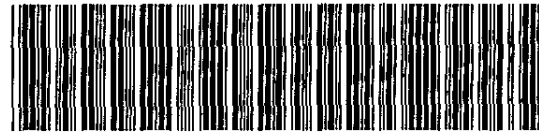
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WILLIAM P. HARRIS, JR., P.A.

ATTORNEY AT LAW  
DADELAND TOWERS  
SUITE 308  
9300 S. DADELAND BLVD.  
MIAMI, FLORIDA 33156  
TELEPHONE (305) 670-7000  
FACSIMILE (305) 670-7056

June 18, 2004

VIA FEDEX

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

Re: *MY FIRST YEARS LEARNING CENTER, INC.*

Dear Sir/Madam:

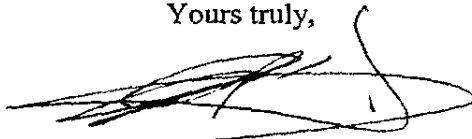
Enclosed please find the original and a conformed copy of the Articles of Incorporation and Registered Agent Designation and Acceptance form for the above-referenced corporation. Also enclosed is my firm's check payable to the Department of State in the amount of \$78.75 to cover the filing fee for the above referenced two documents and for a certified copy of the Articles of Incorporation.

I have enclosed a pre-addressed, prepaid Fedex Envelope for your use in returning to me the certified copy of the Articles of Incorporation.

If you have any questions or need any additional information, to save time, rather than writing to me, please contact me by telephone at (305) 670-7000 or by fax at (305) 670-7056.

Thank you.

Yours truly,



William P. Harris, Jr.

WPH/ms

Enclo.

ARTICLES OF INCORPORATION

OF

MY FIRST YEARS LEARNING CENTER, INC

Im compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. CORPORATE NAME

The name of the corporation ("Corporation") shall be:

**MY FIRST YEARS LEARNING CENTER, INC.**

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 3655 N.W. 107 Avenue, Miami, FL 33178. The Board of Directors from time to time may move the principal office to any other address in the state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be

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entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 9300 S. Dadeland Blvd., Suite 308, Miami, Florida 33156. The initial registered agent at that address is William P. Harris, Jr. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

**ARTICLE V. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.


**ARTICLE VI. INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is Karla Paris, 5534 S.W. 161 Place, Miami, FL 33185.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 18 day of June, 2004.

 06/18/04  
Karla Paris

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

\*\*\*\*\*

Pursuant to the provisions of section 607.0501, Florida Statutes, the herein mentioned Corporation, organized under the laws of Florida, submits the following statement in designating the registered agent/registered office , in the State of Florida.

That **MY FIRST YEARS LEARNING CENTER, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Dade County, Florida, has named **William P. Harris, Jr.**, located at 9300 S. Dadeland Blvd., Suite 308, Miami, FL 33156, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Dated: June 18, 2004

  
\_\_\_\_\_  
William P. Harris, Jr. as  
Registered Agent

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