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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 7-14

DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO
PRACTICE IN
THE STATE OF TEXAS

406 SOUTH PROSPECT AVENUE
CLEARWATER, FLORIDA 33756

TELEPHONE: (727) 441-8485
FACSIMILE: (727) 441-4558

July 11, 2005

VIA OVERNIGHT DELIVERY

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Children's Art Enrichment, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 made payable to "Florida Department of State" to cover the filing fee as follows:

\$35.00 - Filing Fees
\$ 8.75 - Certified Copy
\$35.00 - Registered Agent Designation
\$78.75 - Total

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL:tlk

Enclosures

cc: Krista M. Gyorke w/enclosure via hand delivery

ARTICLES OF INCORPORATION OF
CHILDREN'S ART ENRICHMENT, INC.

ARTICLE I - Name

The name of this corporation is CHILDREN'S ART ENRICHMENT
INC.

ARTICLE II - Street Address and Mailing Address

The street address of this corporation is 8655 - 115th Avenue
North, Largo, Florida 33773. The mailing address of this
corporation is 8655 - 115th Avenue North, Largo, Florida 33773.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of
any or all lawful business for which it may be incorporated under
Chapter 607, Florida Statutes, as presently enacted and as it may
be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One
Dollar (\$1.00) par value common stock, which shall be designated as
"Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is Krista M. Gyorke, and the name of the initial
registered agent of this corporation at that address is 8655 -
115th Avenue North, Largo, Florida 33773.

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 (1). The
name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Krista M. Gyorke	8655 - 115th Avenue North, Largo, Florida 33773

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ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are
Krista M. Gyorke, 8655 - 115th Avenue North, Largo, Florida 33773.

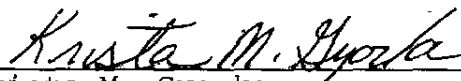
ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or
any former officer or director to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, any
amendment thereto, and any right conferred upon the shareholders is
subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 11th day of July, 2005.



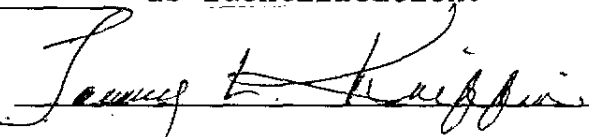
Krista M. Gyorke

STATE OF Florida)
COUNTY OF Pinellas)

The foregoing instrument was acknowledged before me this 11th
day of July, 2005, by Krista M. Gyorke, who is personally known to
me or who has produced FDL# _____ as identification.



TAMMY L. KNIFFIN
MY COMMISSION # DD 135098
EXPIRES: July 18, 2006
Bonded Through Budget Notary Services



Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, CHILDREN'S ART
ENRICHMENT, INC., desiring to organize under the laws of the State
of Florida, hereby designates Krista M. Gyorke, as its registered
agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.

Krista M. Gyorke
Krista M. Gyorke

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