

FD60000064476

Tony Mackay  
(Requestor's Name)

National Corporate Research, Ltd  
(Address)

111<sup>W.</sup> Washington St, 1740  
(Address)

Chicago IL 60602  
(City/State/Zip/Phone #)

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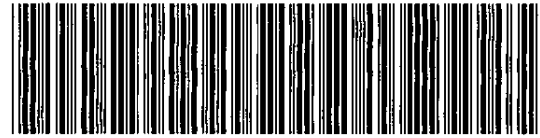
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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T. Roberts FEB 11 2009

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH  
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation:

**CHILDREN'S CHOICE FLORIDA CORPORATION II**

2. The principal office address:

**3610 SHIRE BLVD., SUITE 208**

**Richardson**

**TX**

**75082**

3. The mailing address (if different):

4. Date of incorporation/qualification: 05/05/2006 Document number: P06000064476

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

**CORPORATION SERVICE COMPANY**

**1201 HAYS STREET**

**TALLAHASSEE**

**FL**

**32301**

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

**National Corporate Research, Ltd., Inc.**

**515 East Park Avenue**

(P.O. Box NOT acceptable)

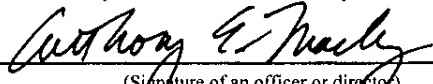
**Tallahassee**

**Florida**

**32301**

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

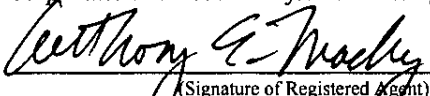
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

  
(Signature of an officer or director)

**Anthony E. Mackay Power of Attorney**

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

  
(Signature of Registered Agent)

**2/1/09**

(Date)

If signing on behalf of an entity:

**Anthony E. Mackay, VP of NCR**

(Typed or Printed Name)

**\* \* \* FILING FEE: \$35.00 \* \* \***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE  
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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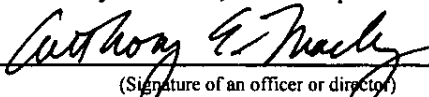
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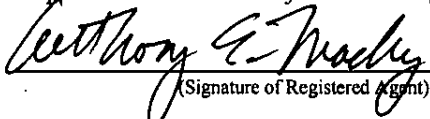


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DIVISION OF CORPORATIONS  
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STATE OF TEXAS )  
COUNTY OF Collin )

### POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Nathan E. McClintock, President of Children's Choice SB Corporation, a Texas corporation ("the Company"), and of the affiliated entities shown on the list appended hereto, does hereby appoint attorney-in-fact for the Company and for the affiliated entities, to act for the Company and for the affiliated entities and in the name of the Company and of the affiliated entities for the limited purposes authorized herein.

The Company and the affiliated entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorney-in-fact the power to execute the Change of Agent, or similarly named document(s) necessary to change the Company's and the affiliated entities' registered agent and registered office address to National Corporate Research Ltd.

In the execution of any documents necessary for the purposes set forth herein, Anthony E. Mackay or Tonya Gideon of National Corporate Research Ltd. shall exercise the power of Authorized Person, or, in the case of entities having other positions of authority rather than officers such as Authorized Person, the named individual shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earliest to occur of (i) completion and filing of the documents necessary to effect the Change of Agent to National Corporate Research, Ltd. as the in registered agent and registered office addresses contemplated herein or (ii) when revoked by Nathan E. McClintock, which ever shall occur first.

20<sup>th</sup> IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this day of October, 2008.

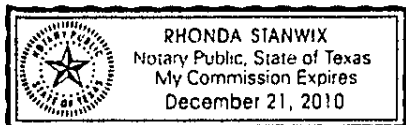
BY:

Nathan E. McClintock

Name: Nathan E. McClintock

Title: President

Subscribed and sworn to before me this 20<sup>th</sup> day of October, 2008.



Rhonda Stanwix  
Notary Public

Addendum

**Children's Choice SB Corporation Affiliated Entities**

BDN Ventures, Inc.  
CCLC Children's Choice Arizona Corporation I  
CCLC Children's Choice Arizona Corporation II  
Children's Choice Michigan Corporation I  
Children's Choice Georgia Corporation I  
Children's Choice Illinois Corporation I  
Children's Choice Indiana Corporation I  
Children's Choice Kentucky Corporation II  
Children's Choice Kentucky Corporation III  
Children's Choice Mississippi Corporation I  
Children's Choice Mississippi Corporation II  
Children's Choice Nebraska Corporation I  
Children's Choice Nebraska Corporation II  
Children's Choice New York Corporation I  
Children's Choice North Carolina Corporation I  
Children's Choice Pennsylvania Corporation I  
Children's Choice South Carolina Corporation I  
Children's Choice Wisconsin Corporation I  
Children's Choice Colorado Corporation I  
Children's Choice Florida Corporation I  
Children's Choice Florida Corporation II  
Children's Choice Illinois Corporation II  
Children's Choice Kentucky Corporation I  
Children's Choice Learning Centers, Inc.  
Children's Choice Nevada Corporation I  
Children's Choice Nevada Corporation II  
Children's Choice Nevada Corporation III  
Children's Choice Nevada Corporation IV  
Children's Choice Nevada Corporation V  
Children's Choice Nevada Corporation VI  
Children's Choice Nevada Corporation VII  
Children's Choice Nevada Property, L.L.C.  
Children's Choice Oklahoma Corporation I  
Children's Choice Virginia Corporation I  
Choice Tracking, Inc.  
Educational Care, Inc.  
Sniffles & Snuggles Corporation  
Summa Associates, Inc.