

**Electronic Articles of Incorporation
For**

P06000112325
FILED
August 29, 2006
Sec. Of State
bmcknight

INTERNATIONAL CHILDCARE FRANCHISE GROUP, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

INTERNATIONAL CHILDCARE FRANCHISE GROUP, INC.

Article II

The principal place of business address:

5300 WEST ATLANTIC AVENUE
SUITE 700
DELRAY BEACH, FL. US 33484

The mailing address of the corporation is:

5300 WEST ATLANTIC AVENUE
SUITE 700
DELRAY BEACH, FL. US 33484

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

The name and Florida street address of the registered agent is:

DENNIS D SMITH ESQ
TRIPP SCOTT, PA
110 SE 6TH STREET, 15TH FLOOR
FORT LAUDERDALE, FL. 33301

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DENNIS D. SMITH, ESQ.

Article VI

The name and address of the incorporator is:

TANYA L. BOWER, ESQ.
TRIPP SCOTT, PA
110 SE 6TH STREET, 15TH FLOOR
FORT LAUDERDALE, FL 33301

Incorporator Signature: TANYA L. BOWER, ESQ.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DPT
THAD PRYOR
5300 WEST ATLANTIC AVENUE, SUITE 700
DELRAY BEACH, FL. 33484 US

Title: VS
JIM PERRETTY
5300 WEST ATLANTIC AVENUE, SUITE 700
DELRAY BEACH, FL. 33484 US