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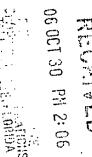
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### CAPITAL CONNECTION, INC.

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## FOR JUST KIDZ VPK ACADEMY, INC.

06 OCT 30 PM 2: 46

The undersigned, acting as incorporators, hereby adopt these Articles of Incorporation and form a for profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act") and other laws of the State of Florida, as follows:

#### ARTICLE I. CORPORATE NAME.

The name of the Corporation is:

JUST KIDZ VPK ACADEMY, INC.

#### ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of the Corporation are:

JUST KIDZ VPK ACADEMY, INC. 7440 RIDGE ROAD PORT RICHEY, FLORIDA 34668

#### ARTICLE III. CAPITAL STOCK.

- (a) The Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.
- (b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.
- (c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### ARTICLE IV. PURPOSE

The Purpose of the Corporation is to engage in any and all lawful business for which corporations may be organized under general law.

#### ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: Dawn Kiziuk
7440 Ridge Road
Port Richey, Florida 34668

#### ARTICLE VI. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is:

Dawn Kiziuk

7440 Ridge Road

Port Richey, Florida 34668

#### ARTICLE VII. PREEMPTIVE RIGHTS.

The Corporation elects to have preemptive rights.

#### ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned have executed these Articles of Incorporation this 26th day of October, 2006.

Dawn Kiziuk

Incorporator

FILED SECRETARY OF STAIL DIVISION OF CORPORATIONS

## CERTIFICATE OF DESIGNATION OF 06 OCT 30 PM 2: 46 REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

JUST KIDZ VPK ACADEMY, INC.

2. The name and address of the registered agent and office are:

Dawn Kiziuk 7440 Ridge Road Port Richey, Florida 34668

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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dawn Kiziuk

Date

10/26/06