

TRANSMITTAL LETTER

P95000000886

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: OUR LITTLE WORLD PRE-SCHOOL, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$ 122.50

FROM: CHARLES M. URSO  
139 Concord Drive  
Port Charlotte, FL 33952

RECEIVED  
JAN 05 1995

FILED  
25 JUN - 3 AM '95  
SECRETARY OF STATE  
TALLAHASSEE, FL

B. REGISTER JAN 05 1995

ARTICLES OF INCORPORATION  
of  
OUR LITTLE WORLD PRE-SCHOOL, INC.

FILED  
95 JAN -3 AM 8 07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME  
-----

The name of the corporation is OUR LITTLE WORLD PRE-SCHOOL, INC.

ARTICLE II - DURATION  
-----

The corporation shall have perpetual existence and shall commence upon the filing of these articles with the Department of State, Florida.

ARTICLE III - PURPOSE  
-----

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK  
-----

This corporation is authorized to issue FIVE THOUSAND (.5000 ) shares of common stock, with a par value of \$ 01.00, per share.

ARTICLE V - VOTING RIGHTS  
-----

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRE-EMPTIVE RIGHTS  
-----

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional share(s)) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
-----

The street address of the initial registered office of this corporation  
139 Concord Drive Port Charlotte, FL 33952  
and the name of the initial registered agent of this corporation at  
that address is CHARLES M. URSO  
The principal place of business office address is  
17960 Toledo Blade Blvd Port Charlotte, FL 33948

ARTICLE VIII - INITIAL BOARD OF DIRECTORS  
-----

This corporation shall have 1 director(s) initially. The number of  
directors may be either increased or diminished from time to time by the  
By-Laws, but shall never be less than one (1). The name and address of  
the initial director(s) of this corporation are as follows:

CHARLES M. URSO 139 Concord Drive  
Port Charlotte, FL 33952

ARTICLE IX - CAPITAL STOCK and CAPITAL TO BEGIN BUSINESS  
-----

The stock of this corporation shall be issued pursuant to a plan under  
Section 1244 of the Internal Revenue Code of 1954, as amended. The  
amount of capital stock which this corporation will begin business shall  
not be less than five-hundred dollars (\$ 500.00 ).

ARTICLE X - BY-LAWS  
-----

The power to adopt, alter, amend or repeal the By-Laws shall be vested  
in the Board of Directors and the shareholders.

ARTICLE XI - INCORPORATION  
-----

The name of the person signing these Articles is:

CHARLES M. URSO 139 Concord Drive  
Port Charlotte, FL 33952

ARTICLE XII - IDEMNIFICATION  
-----

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

ARTICLE XIII - AMENDMENT  
-----

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

IN WITNESS WHEREOF, the undersigned has executed these Article of Incorporation, this 20 day of December, 1994

Charles M. Urso  
CHARLES M. URSO

Florida Driver's License  
IDENTIFICATION  
U620-100-62-293-0  
IDENTIFICATION NUMBER

STATE OF FLORIDA     )  
                          ) ss.  
COUNTY OF CHARLOTTE )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared CHARLES M. URSO known to me and known my me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged for me that he/she executed these Articles of Incorporation, and who did take an Oath.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid, this 20 day of December of 1994.

David B. Goldstein

NOTARY PUBLIC - DAVID B. GOLDSTEIN  
Commission No. CC 111999  
My Commission Expires: May 22, 1995

CERTIFICATION  
DESIGNATES PLACE of BUSINESS or DOMICILE  
FOR THE SERVING of PROCESS WITHIN THIS  
STATE NAMING UPON WHOM PROCESS MAY BE SERVED  
-----

In pursuant of Florida Statutes, the following is submitted in compliance with said act.

FIRST: OUR LITTLE WORLD PRE-SCHOOL, INC.  
desiring to organize under the laws of the State of Florida with its initial principal registered office, as indicated in the Article of Incorporation at 139 Concord Drive  
Port Charlotte, FL 33952  
as its agent to ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

Having been named to accept service of process fo the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comrly with the provisions of said act relative to keeping open said office.

Charles M. Urso

CHARLES M. URSO  
(Registered Agent)  
139 Concord Drive  
Port Charlotte, FL 33952

Telephone Number

813-625-9658

FILED  
96 JAN -3 AM 8 31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P9500000886

OUR LITTLE WORLD PRE-SCHOOL, INC.  
C/O Charles M. Urso  
139 CONCORD DRIVE  
PORT CHARLOTTE, FLORIDA 33952

October 1, 1997

Florida Department of State  
Division of Corporation  
PO Box 6327  
Tallahassee, Florida 32314

FILED  
97 OCT -6 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
10/21/97

RE: Name change from Our Little World Pre-School, Inc. to Chuck Urso Enterprises, Inc.

Enclosed please find the Articles of Amendment required for the name change indicated.

A check for \$ 43.75 has been enclosed to cover the filing fee for Article of Amendment and a certificate of status.

Thank you for your assistance regarding this matter.

Sincerely,

*Charles M. Urso*

Charles M. Urso  
Board Chairman

200002312623--5  
-10/06/97-01109-005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

N/C

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
OUR LITTLE WORLD PRE-SCHOOL, INC.**

**FILED**  
97 OCT -6 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
10/31/97

Amendment Adopted: **ARTICLE I - NAME**

The name of the corporation will be changed from Our Little World Pre-School, Inc. to Chuck Urso Enterprises, inc., effective October 31, 1997.

The amendment was approved by the shareholders on October 1, 1997. Charles M. Urso owning 100% of the stock outstanding, cast all votes in favor of adopting the amendment to Article I.

Signed this first day of October, 1997

Charles M. Urso  
by Charles M. Urso  
Chairman of the Board of Directors