

LAW OFFICES
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ALFRED P. DENOWITZ *
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*ALSO MEMBER CONNECTICUT BAR

P95000014670

February 16, 1995

EFFECTIVE DATE

2-16-95

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***122.50 ***122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: PRESCHOOL CORP. II

Gentlemen:

Enclosed please find Articles of Incorporation of PRESCHOOL CORP. I and my trust account check in the amount of \$122.50. Also enclosed are copies of the Resolutions passed by PRESCHOOL CORP. and PRESCHOOL CORP. I allowing PRESCHOOL CORP. II to use their names. Please file the enclosed Articles and return a stamped copy thereof, together with the Corporate Charter, to my office at your earliest convenience.

Very truly yours,


Alfred P. Denowitz

APD/mlf

enclosures

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**RESOLUTION OF JOINT SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS
OF PRESCHOOL CORP.**

RESOLVE, That PRESCHOOL CORP. II, a Florida Corporation in formation, is authorized to employ use of said name despite the similarity thereof to the name of this Corporation.

FURTHER RESOLVED, That the Secretary of State of the State of Florida is hereby authorized to permit the use of the name of PRESCHOOL CORP. I, by said Corporation despite the similarity thereof to the name employed by this Corporation.

I, REBECA SHEMESH, Secretary of PRESCHOOL CORP., a Florida Corporation, hereby certify that the foregoing is a full, true, and correct resolution of the Board of Directors and Shareholders of the Corporation, duly and regularly pass and adopted at a joint meeting of the Shareholders and Directors duly called and held in all respects as required by law, and by the by-laws of the Corporation, at its office, on February 16, 1995, at which meeting all of the Shareholders and Directors were present.

Executed by me as Secretary of the Corporation on February 16, 1995.


REBECA SHEMESH
Secretary

ARTICLES OF INCORPORATION

OF

PRESCHOOL CORP. II

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

PRESCHOOL CORP. II

The principal place of business of this corporation shall be 700 S.W. 99th Avenue, Pembroke Pines, Florida 33025.

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to issue is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

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corporation shall be 700 S.W. 99th Avenue, Pembroke Pines, Florida 33025, and the name of the initial registered agent of the corporation at that address is MOSHE SHEMESH.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually from February 16, 1995.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S corporation.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial board of directors is two (2). The name and address of each person who shall serve as a member of the initial board of directors is:

MOSHE SHEMESH
700 S.W. 99th Avenue
Pembroke Pines, FL 33025

REBECA SHEMESH
700 S.W. 99th Avenue
Pembroke Pines, FL 33025

ARTICLE VIII. OFFICERS

The name and address of each of the initial officers of the corporation is:

MOSHE SHEMESH
President
700 S.W. 99th Avenue
Pembroke Pines, FL 33025

REBECA SHEMESH
Secretary & Treasurer
700 S.W. 99th Avenue
Pembroke Pines, FL 33025


ARTICLE IX. INCORPORATORS

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

MOSHE SHEMESH
700 S.W. 99th Avenue
Pembroke Pines, FL 33025

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this February 16, 1995.



MOSHE SHEMESH
Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



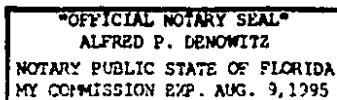
MOSHE SHEMESH
Registered Agent

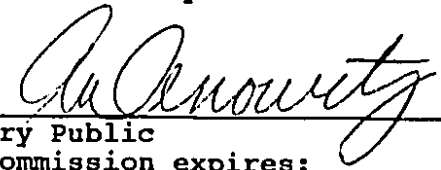
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MOSHE SHEMESH, who is/are personally known to me or who has/have produced his/her driver's license as identification and who executed the foregoing instrument and acknowledged before me that they executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this February 16, 1995.





Notary Public
My commission expires: