

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

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TIME

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RE: The ABC # 123 Learning Center II, Inc.

C.C. FEE. DISBURSED

Capital Express™

Art. of Inc. File

Corp. Name Search

U.S. Patent File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC-11 MAR-11 AM 10:11

FILED

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
FOR
THE ABC & 123 LEARNING CENTER II, INC.**

FILED
95 MAR -1 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be **THE ABC & 123 LEARNING CENTER II, Inc.**
The principle place of business of this corporation shall be 4970 Steeldust Lane, Lutz, Florida, 33549.

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to engage in every phase and aspect of the business of child day care and learning center. This corporation may also 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 - CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial office of the corporation shall be 4970 Steeldust Lane, Lutz, Florida 33549 and the name of the registered agent is Robert E. Taylor, Jr., Esq.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - DIRECTORS

This corporation shall have two Officers and two Directors initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Maria White - President & Treasurer / Director

1448 Norwick Drive

Lutz, Florida 33549

Susan Conley - Vice President/Secretary/Director

4970 Steeldust Lane

Lutz, Florida 33549

ARTICLE VIII - INCORPORATOR

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

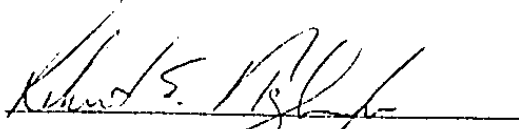
Robert E. Taylor, Jr., Esq.

Robert E. Taylor, Jr., P.A.

4329 N Armenia Avenue

Tampa, Florida 33607

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this
27th day of February, 1995.


Robert E. Taylor, Jr., Esq.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Robert E. Taylor, Jr., Esq., who is personally known to me and upon oath duly sworn, deposes and says that he is the individual referred to as Incorporator in and who executed the foregoing Articles of Incorporation and that he did so freely and voluntarily.

Sworn to and subscribed before me this 27th day of February, 1995.

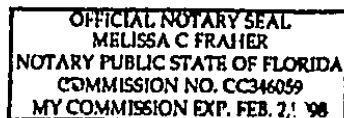
Melissa C. Fraher

Notary Public
State of Florida

Melissa C. Fraher

Print Name

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN compliance with Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office, in the State of Florida.

1. The name of the corporation is The ABC & 123 LEARNING CENTER INC.
2. The name and address of the registered agent is:

Robert E. Taylor, Jr., Esq.
4329 N. Armenia Avenue
Tampa, Florida 33607

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 obligations of my position as registered agent.

DATED: 2/27/95

Robert E. Taylor, Jr.

FILED
MAR - 1 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA