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John R. Casey
Attorney At Law

6220 Manatee Avenue West • Suite 201 • Bradenton, Florida 34209
(813) 795-6789 Fax (813) 795-6369

April 24, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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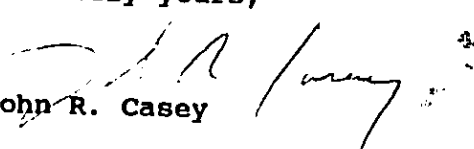
Re: Bright Horizons of Manatee, Inc.

Dear Sir:

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above corporation. Please file and return to me a certified copy.

Enclosed is a check in the amount of \$122.50 for the requisite fees and certified copy.

Sincerely yours,


John R. Casey

JRC/akm

Enclosures

REGISTER MAY 4 1995

FILED
95 MAY -1 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 MAY -1 AM 7:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRIGHT HORIZONS OF MANATEE, INC.**

I, the undersigned, do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges a corporation operating for profit, and do hereby make, subscribe, acknowledge and file those Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be:

BRIGHT HORIZONS OF MANATEE, INC.

ARTICLE II

The principal place of business and/or mailing address of this corporation shall be:

3301 62nd Street Circle West
Bradenton, FL 34209

ARTICLE III

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE IV

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE VI

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VII

The street address of the initial registered office of this corporation is 6220 Manatee Avenue W., Suite 201, Bradenton, Florida 34209, and the name of the initial registered agent of this corporation at that address is JOHN R. CASEY. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII

The name and post office address of the members of the Board of Directors of this corporation, of whom shall hold office for a period of one (1) year, or until their successor is duly elected and qualified is:

DENNIS L. SPANGLER
3301 62nd Street Circle West
Bradenton, FL 34209

DEBBIE J. SPANGLER
3301 62nd Street Circle West
Bradenton, FL 34209

JOHN G. STURM
915 Cimarron Circle
Bradenton, FL 34209

TRACEY R. STURM
915 Cimarron Circle
Bradenton, FL 34209

ARTICLE IX

The incorporator of the Articles of Incorporation, together with their respective addresses are:

DENNIS L. SPANGLER
3301 62nd Street Circle West
Bradenton, FL 34209

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each

amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stockholders of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the office may be increased, deleted or changed by the bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 28th day of April, 1995.

Signed, sealed and delivered
in the presence of:

[Signature]

Dennis L. Spangler
DENNIS L. SPANGLER

[Signature]

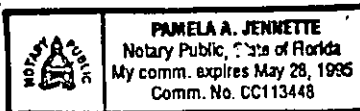
STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared DENNIS L. SPANGLER, who upon first being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal this 28th day of April, 1995, at Bradenton, Florida.

[Signature]

My Commission Expires:



FILED

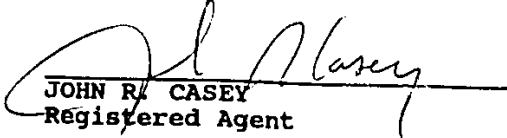
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CONSENT TO SERVE
AS REGISTERED AGENT OF
BRIGHT HORIZONS OF MANATEE, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA


STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority did personally appear
JOHN R. CASEY, who acknowledged before me that he consents to
serve as registered agent of the above-named corporation at the
following address:

6220 Manatee Avenue West
Suite 201
Bradenton, Florida 34209

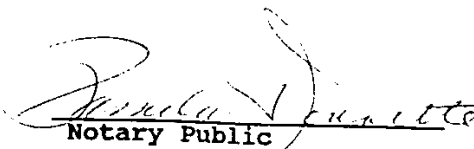

JOHN R. CASEY
Registered Agent


Witness


Witness

WITNESS my hand and official seal this 28th day of

April, 1995.


Notary Public

My Commission Expires:

