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June 14, 1995

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: LOVING CARE LEARNING CENTER OF PALM SPRINGS, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Certificate of Articles of Incorporation for the above captioned corporation and Certificate of Designated Resident Agent.

A check in the amount of \$122.50 is enclosed to cover the following:

1. Filing Fee	\$35.00
2. Certified copies of Articles	52.50
3. Resident Agent Certificate	35.00

TOTAL AMOUNT OF \$122.50

Please endorse your approval of the Articles on the copies, certifying and returning the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,

John C. Kaczmarek
John C. Kaczmarek, P.A.

JCK/lb

Enclosures

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TALLAHASSEE FLORIDA

CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

LOVING CARE LEARNING CENTER OF PALM SPRINGS, INC.

and the principal office is 1807 Shower Tree Way, Wellington, Florida 33414.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 1,000 shares at a par value of \$1.00 per share.

ARTICLE IV

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 his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be: 1807 Shower Tree Way, Wellington, Florida 33414.

The initial registered agent shall be: Sheila Nehls.

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business

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outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the afternamed Board of Directors.

<u>NAME AND ADDRESS</u>	<u>OFFICE(S)</u>
Sheila Nehls 1807 Shower Tree Way Wellington, Florida 33414	President
Patrick Carville 9721 Carousel Circle N. Boca Raton, Florida 33434	Chief Executive Officer
Mary Carville 9721 Carousel Circle N. Boca Raton, Florida 33434	Secretary/Treasurer

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Sheila Nehls	1807 Shower Tree Way Wellington, Florida 33414
Patrick Carville	9721 Carousel Circle N. Boca Raton, Florida 33434
Mary Carville	9721 Carousel Circle N. Boca Raton, Florida 33434

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

<u>NAME & ADDRESS</u>	<u>NO. OF SHARES</u>
Sheila Nehls 1807 Shower Tree Way Wellington, Florida 33414	15
Patrick Carville and Mary Carville, his wife 9721 Carousel Circle N. Boca Raton, Florida 33434	85

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

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 subscriber(s) has/have executed these Articles of Incorporation, this 14th day of June, 1995.

Sheila Nehls (Seal)
SHEILA NEHLS

Patrick Carville (Seal)
PATRICK CARVILLE

Mary Carville (Seal)
MARY CARVILLE

STATE OF FLORIDA

COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority duly authorized to administer oaths, SHEILA NEHLS, PATRICK CARVILLE and MARY CARVILLE to me known to be the person(s) described in and who executed the above and foregoing proposed charter, and they acknowledged that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, this 14th day of June, 1995.

John Carter Kaczmarek
NOTARY PUBLIC

My Commission Expires:



JOHN CARTER KACZMAREK
My Commission CC399144
Expires Sep. 12, 1998

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That LOVING CARE LEARNING CENTER OF PALM SPRINGS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Wellington, County of Palm Beach, State of Florida, has named Sheila Nehls located at 1807 Shower Tree Way, City of Wellington, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Sheila Nehls
SHEILA NEHLS
(Resident Agent)

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