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June 28, 1995

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: SUPERSTARS DAY CARE, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Superstars Day Care, Inc. Also enclosed is my Trust Account Check in the sum of \$122.50 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed. I have enclosed a pre-addressed envelope for your convenience.

Your assistance in this regard is greatly appreciated.

Sincerely,

Dale S. Wilson

Dale S. Wilson

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-6-95
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ARTICLES OF INCORPORATION
OF
SUPERSTARS DAY CARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is SUPERSTARS DAY CARE, INC.

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of business to be transacted by this Corporation is: to provide child care service and any other business activities pursuant to the laws of the State of Florida.

ARTICLE III. CAPITOL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the shareholders; provided, however, that in the event of such designation, if specifically made by the shareholders, said stock shall be deemed voting.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$100,000.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation is to be at 1788 Blue Jay Drive, Middleburg, FL 32068.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

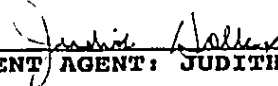
ARTICLE VII. RESIDENT AGENT.

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

That SUPERSTARS DAY CARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1788 Blue Jay Drive, Middleburg, FL 32068, has named JUDITH HOLLAND, as agent to accept service of process within the state at the address of 1788 Blue Jay Drive, Middleburg, Florida 32068.

ACKNOWLEDGMENT

Having been named to accept service of process for SUPERSTARS DAY CARE, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


RESIDENT AGENT: JUDITH HOLLAND

ARTICLE VIII.

The affairs of the Corporation shall be managed by its shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of SUPERSTARS DAY CARE, INC., who shall serve until their successors are elected are as follows:

Judith Holland, President, Secretary/Treasurer
1788 Blue Jay Drive
Middleburg, FL 32068

ARTICLE X. SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation is JUDITH HOLLAND, 1788 Blue Jay Drive, Middleburg, FL 32068.

ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of June, 1995.

Judith Holland
JUDITH HOLLAND

State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, JUDITH HOLLAND, to me well known to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed. I relied upon the following form of identification: Florida Driver License and an oath was taken.

WITNESS MY HAND AND SEAL in the county and state above named this 28th day of June, 1995.

Dale S. Wilson
NOTARY PUBLIC
My Commission Expires

