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STATIONERY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PORT CANAVERAL CHILD DEVELOPMENT CENTER, INC.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby organizes and incorporates for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," for the transaction of business with and under the following charter:

ARTICLE I - NAME

The name of the corporation is:

Port Canaveral Child Development Center, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business is:

400 Challenger Road, Cape Canaveral, FL 32920

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all activity or business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," as may from time to time be amended.

ARTICLE V - STATED CAPITAL

The amount of the total authorized capital stock of the corporation shall be seven thousand five hundred (7500) shares of common stock having a nominal par value of one dollar (\$1.00) per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE VI- BOARD DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

This corporation shall have two (2) directors initially. The number of directors of this corporation shall be increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1).

The name and post office address of the first Board of Directors, subject to the provisions of the Certificate of Incorporation, the By-Laws of this corporation, and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," who shall hold office until the

first meeting of shareholders of said corporation or until the successors are elected and qualify shall be:

DIRECTOR

POST OFFICE ADDRESS

Alice J. Rives

186 Long Point Road
Capo Canaveral, FL 32920

Timothy D. Levensaler

375 Artemis Boulevard
Merritt Island, FL 32953

ARTICLE VII - INCORPORATOR


The name and address of the Incorporator of these Articles of Incorporation is Alice J. Rives, 186 Long Point Road, Capo Canaveral, Florida 32920 and Timothy D. Levensaler, 375 Artemis Boulevard, Merritt Island, Florida 32953.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1227 South Florida Avenue, Rockledge, FL 32955, and the name of the initial registered agent of the corporation at that address is: DAVID T. YOUNG, ESQUIRE.

IN WITNESS WHEREOF the undersigned as Incorporator hereby executes these Articles of Incorporation this 12th, day of July, 1995.

Dated: 7/12/95


ALICE J. RIVES, Incorporator

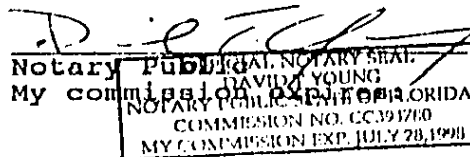
Dated: 7/12/95


TIMOTHY D. LEVENSALE, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

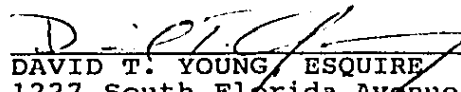
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally

appeared Alice J. Rives and Timothy D. Lovensalor, known to me and known by me to be the person who executed the foregoing articles of incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed. WITNESS my hand and official seal this 12th day of July, 1995 at 1227 South Florida Avenue, Rockledge, Florida 32955.



ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DAVID T. YOUNG, ESQUIRE
1227 South Florida Avenue
Rockledge, FL 32955
(407) 632-4656
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA