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ARTICLES OF INCORPORATION

(2)

OF

TINY TOONS CHILD CARE, INC.

The undersigned Incorporator to these Articles of Incorporation, of TINY TOONS CHILD CARE, INC., a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

TINY TOONS CHILD CARE, INC.

Having it's initial offices at:

4325 EAST 8th COURT, HIALEAH, FLORIDA 33018

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is SIXTY shares of common stock having NONE (\$ 0.00) Dollars PAR VALUE.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This instrument was prepared by: JORGE L. GONZALEZ, Esq. Florida Bar Number 237711
2801 PONCE DE LEON BLVD. # 220
CORAL GABLES, FL 33134
(305) 445-1457

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This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury share. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or in 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 therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholders, 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

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MARTA S. PEREZ
4325 EAST 8th COURT
HIALEAH, FLORIDA 33013

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The Board of Directors may, from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have ONE directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than ONE.

ARTICLE VIII

INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

NAME	ADDRESS
MARTA PEREZ	4325 EAST 8th COURT HIALEAH, FLORIDA 33018

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything

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herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE X

REMOVAL OF DIRECTORS

Any director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at a meeting of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MARTA S. PEREZ
4325 EAST 8th COURT
HIALEAH, FLORIDA 33013

ARTICLE XIII

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction, with the like force and effect as if he were no such director or officer of such other corporation or not so interested.

ARTICLE XIV

AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

RESTRICTION ON TRANSFER OF SHARES

Every shareholder, prior to selling, transferring or in any manner divesting title to or interest in any share of this corporation, shall offer under the same terms and conditions any such share to the existing registered shareholder for a period of two weeks for purchase or refusal and thereafter to the corporation for a period of one week for repurchase of any remaining share. The existing shareholders have a right to at least a proportionate share of the offered shares and any unpurchased.

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IN WITNESS WHEREOF the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 8th day of August 1995

By:

Marta S. Perez
MARTA S. PEREZ

STATE OF FLORIDA)

COUNTY OF DADE) SS.
)

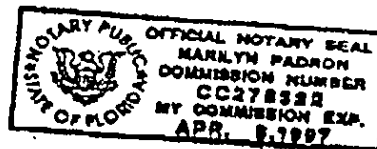
BEFORE ME, a Notary Public, personally appeared MARTA S. PEREZ, personally known to me, or who provided DRIVER'S License as identification, who did/did not take an oath and who executed the foregoing Articles of Incorporation.

8th WITNESS my hand and official seal at, DADE COUNTY, FLORIDA, this day of August, 1995.

Prepared by:
Jorge L. Gonzalez, Esq.
2801 Ponce De Leon Blvd, Suite 220
Coral Gables, Florida 33134
Fla. Bar No. 237711

Marilyn Padron
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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:

That TINY TOONS CHILD 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 the City of Miami, County of DADE, State of Florida has named
MARTA S. PEREZ, located at 4325 EAST 8th COURT, KIALEAH, FLORIDA 33013,
as its agent to accept services of process within this State.

ACKNOWLEDGEMENTS:

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


MARTA S. PEREZ

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TALLAHASSEE, FLORIDA

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