

Law Office of
MICHELLE C. FRIGOLA
A Professional Association

Michelle C. Frigola
Theresa M. Lemmo

Of Counsel
Alfred K. Frigola

Lighthouse Point
Professional Center
5340 North Federal Highway
Suite 104
Lighthouse Point, Florida 33064

(305) 360-0907
FAX (305) 360-0908

P95000068589

August 23, 1995

FEDERAL EXPRESS
AIRBILL 6735745892

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200001570002
-08/25/95--01071--0008
***122.50 ***122.50

Re: Kid City, Inc.
File No.: 95-155

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation and the Certificate of Resident Agent for the above-referenced corporation. Also please find enclosed Michelle C. Frigola, P.A., Escrow Account check number 528 in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) representing your costs for filing the Articles of Incorporation.

Please return the filed Articles of Incorporation in the Federal Express envelope with the enclosed Airbill at your earliest possible convenience.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

W95-17313

AUG 28 1995 BSB

Very truly yours,

Michelle Frigola

MCF/yb
Encls.
cc: Grace B. Goss

FILED
95 SEP 6 PM 2:06
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1995

MICHELLE C. FRIGOLA, ESQ.
5340 NORTH FEDERAL HIGHWAY
SUITE 104
LIGHTHOUSE POINT, FL 33064

SUBJECT: KID CITY, INC.
Ref. Number: W95000017313

We have received your document for KID CITY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 495A00040018

Law Office of
MICHELLE C. FRIGOLA
A Professional Association

Michelle C. Frigola
Theresa M. Lemmo

Of Counsel
Alfred K. Frigola

September 1, 1995

FEDERAL EXPRESS
AIRBILL 6735745914

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Kidsitters, Inc.
File No.: 95-155

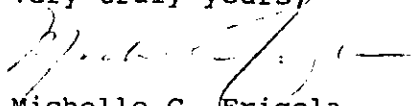
Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation and the Certificate of Resident Agent for the above-referenced corporation. Pursuant to your letter of August 28, 1995, you are holding Michelle C. Frigola, P.A., Escrow Account check number 528 in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) representing your costs for filing the Articles of Incorporation.

Please return the filed Articles of Incorporation in the Federal Express envelope with the enclosed Airbill at your earliest possible convenience.

Should you have any questions or concerns, please do not hesitate to contact the undersigned.

Very truly yours,


Michelle C. Frigola

Lighthouse Point
Professional Center
5340 North Federal Highway
Suite 104
Lighthouse Point, Florida 33064

(305) 360-0907
FAX (305) 360-0908

MCF/yb
Encls.
cc: Grace B. Goss

FILED

95 SEP -6 PM 2: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KIDSITTERS, INC.

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

ARTICLE I

The name of the corporation is:

KIDSITTERS, INC.

ARTICLE II

The initial post office address of this principal office of this corporation, in the State of Florida is:

P.O. Box 500-847
2050 Sombrero Beach Road
Marathon, Florida 33050

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Resident Agent for the corporation is:

Michelle C. Frigola, Esquire
MICHELLE C. FRIGOLA, P.A.
Lighthouse Point Professional Center
5340 North Federal Highway, Suite 104
Lighthouse Point, Florida 33064

ARTICLE V

The general nature of the business to be transacted by this corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE VIII

The stockholders may from time to time move the principal office of this corporation to any other address in Florida.

ARTICLE IX

This corporation shall have at least one (1) director initially, but the number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X

The name and post office address of the initial Board of Directors and Officers is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Grace B. Goss	2050 Sombrero Beach Road Marathon, Florida 33050	Director/ President/ Treasurer

Cheryl Stephenson Nolen

300 N.W. 103rd Avenue
Plantation, Florida 33324

Director/
Vice Pres./
Secretary

ARTICLE XI

The name and post office address of each incorporator is:

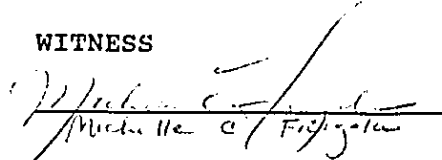
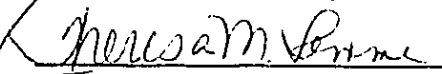
Grace B. Goss
P.O. Box 500-847
Marathon, Florida 33050

ARTICLE XII

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 23rd day of August, 1995.

WITNESS


Michelle C. Fitzgerald

THERESA M. Lemme


Grace B. Goss, President

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary public, duly authorized in the State of Florida and County named above to take acknowledgments, personally appeared, Grace B. Goss, as President and Director to be known as the person described in, as

subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that she subscribed to these articles of Incorporation.

Yvonne H. Burton
Notary Public, State of Florida

YVONNE H. BURTON
Printed Name

My Commission Expires:

Personally known —
or Produced Identification ✓
Type of Identification Produced Florida Driver License

#9200-302-32-847-0 EXP. 2000

OFFICIAL NOTARY SEAL
YVONNE H. BURTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC277722
MY COMMISSION EXPI. MAY 23, 1997

FILED

CERTIFICATE OF RESIDENT AGENT 26 SEP -6 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN FURTHERANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST: KIDSITTERS, INC.

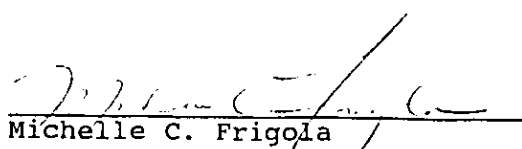
desiring to organize under the Laws of the State of Florida,
with its principal place of business as indicated in the Articles
of Incorporation, in the County of Broward, State of Florida has
named:

Michelle C. Frigola, Esquire
Michelle C. Frigola, P.A.
Lighthouse Point Professional Center
5340 North Federal Highway, Suite 104
Lighthouse Point, Florida 33064

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been made to accept service of process for the above
named corporation, at place designated, in the 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.


Michelle C. Frigola



**K
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**Hourly
Child Care
Center**

13161 W. Sunrise Blvd.
Sunrise, FL 33323
(954) 846-8288



P95 0000 685 89

March 27, 1996

*for change
8/7 4/10/96*

TO: All businesses using Kidsitters' Federal Employer I. D. #
FROM: Cheryl Nolen, Vice President, Kidsitters, Inc.

Please be advised that the Internal Revenue Service has seen fit to change our Employer I. D. Number. All records must be changed to reflect the new number, which is 65-0622011.

I have attached a copy of the "Official I. R. S. Explanation" (Form 2363) for those of you who may require confirmation of this change.

My sincerest apologies for any inconvenience this may cause you.

Sincerely,

Cheryl Nolen
enc.