

**PINTER, SHAPIRO
& WILBERS, P.A.**
ATTORNEYS AT LAW

4280 CORPORATE SQUARE, SUITE C
NAPLES, FLORIDA 3942

Michael R. Pinter
Marc L. Shapiro
Michelle H. Wilbers
Tammy R. Strohl

(941) 643-1788
FAX (941) 643-1754

P960000000491

December 20, 1995

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

RE: YOUNG CHILDREN'S MONTESSORI SCHOOL, INC.

Dear Ladies and Gentlemen:

Enclosed please find:

1. Original and one copy of proposed Articles of Incorporation;
2. Check #1153 in the amount of \$122.50 representing the filing fees;

Please file accordingly. If you have any questions, please give me a call at (800) 780-1788.

Sincerely,

Renee Perkins

Renee Perkins
Certified Legal Assistant

100001671271
-12/26/95--01109--005
****122.50 ****122.50

JAN 3 1996

BSB

95 DEC 26 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
FOR
YOUNG CHILDREN'S MONTESSORI SCHOOL, INC.

FILED

95 DEC 26 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is YOUNG CHILDREN'S MONTESSORI SCHOOL, INC..

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.

B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by

inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with the par value of one dollar (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporator.

ARTICLE VI - DIRECTORS

There shall be 2 members of the initial Board of Directors of the corporation. The names and addresses of the people who are to serve as Directors until the first election thereof are as follows:

Belkis Young - 42 S.W. 132 Court, Miami, Florida 33184

Charles Young - 42 S.W. 132 Court, Miami, Florida 33184

ARTICLE VII - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is: Michael R. Pinter, 4328 Corporate Square, Suite C, Naples, Florida 33942

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another

corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - MAILING ADDRESS.

INITIAL REGISTERED OFFICE AND AGENT

The mailing address and street address of the corporation's office is 1800 Santa Barbara Boulevard, Naples, Florida 33999. The name and street address of the initial registered agent of the corporation is Michael R. Pinter, 4328 Corporate Square, Suite C, Naples, Florida, 33942.

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares. The manner in which this option may be elected shall be prescribed by the Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on
this 19th day of December, 1995.

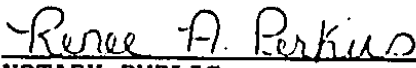


Michael R. Pinter

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me a Notary Public
duly authorized in the State and County named above to take
acknowledgments, personally appeared Michael R. Pinter to me known
to be the person described as the Incorporator in and who executed
and subscribed to the Articles of Incorporation.


WITNESS my hand and official seal in the County and State
named above this 20th day of December, 1995.



NOTARY PUBLIC
(SEAL)

My commission expires:

 **RENEE A. PERKINS**
COMMISSION # CC 454257
EXPIRES APR 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

 **PERKINS**
CC 454257
20, 1999
THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 607.034 Florida Statutes, the
following is submitted:

FIRST: That YOUNG CHILDREN'S MONTESSORI SCHOOL, INC. desiring
to organize or qualify under the laws of the State of Florida, with
its principal place of business at 1800 Santa Barbara Boulevard,
Naples, Florida 33999, has named Michael R. Pinter of 4328
Corporate Square, Suite C, Naples, Florida 33942, as its agent to
accept service of process within Florida.

SECOND: Having been named to accept service of process for
the above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



MICHAEL R. PINTER
Resident Agent

12/17/95

Date

FILED
95 DEC 26 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000000491

a young Children's Montessori
146P SW 124 ct. #13F
Miami FL 33184

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

800001766408
-04/02/96--01074--016
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amendment

JUN 21 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 AM 9:17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

YOUNG CHILDREN'S MONTESSORI SCHOOL
42 S.W. 132ND COURT
MIAMI, FL 33184

SUBJECT: YOUNG CHILDREN'S MONTESSORI SCHOOL, INC.
Ref. Number: P9600000491

We have received your document for YOUNG CHILDREN'S MONTESSORI SCHOOL, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 196A00013815

ARTICLES OF AMENDMENT
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 AM 9:17

YOUNG CHILDREN'S MONTESSORI SCHOOL, INC.

Pursuant to Florida Statutes Section 607.187, the Articles of Incorporation of the above-referenced Corporation are hereby amended as follows:

1. Article I is hereby amended to read as follows:
the Name of the corporation is A YOUNG CHILDREN'S MONTESSORI ACADEMY, INC.
2. Article VI - Directors is hereby amended to read as follows: The addresses of Belkis and Charles Young are now 1461 S.W. 124 Court, 13F, Miami, Florida 33184
2. The foregoing Amendment was approved on the 22 day of March, 1996 by the Directors of A YOUNG CHILDREN'S MONTESSORI SCHOOL, INC.

IN WITNESS WHEREOF Charles Young and Belkis Young have executed these Articles of Amendment this 22 day of March, 1996.


CHARLES YOUNG


BELKIS YOUNG

STATE OF FLORIDA
COUNTY OF COLLIER

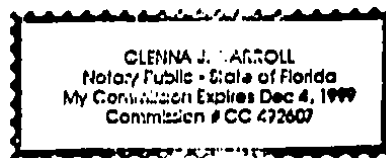
The foregoing instrument was acknowledged by Charles Young and Belkis Young this 22 day of March, 1996, who is personally known to me or who did produce _____ as identification, and who did take an oath.

NOTARY PUBLIC, STATE OF FLORIDA

Glenna J. Carroll
Glenna J. Carroll
(PRINTED NAME)

My commission expires:

(SEAL)



Shareholders approval is not required.

A handwritten signature in cursive script, appearing to read "Charles Young".