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COVER LETTER

NAME OF CORPORATION: KIDDIE DAY CARE CENTER OF SOUTH FLORIDA INC

NAME OF INCORPORATORS: MERIDA ALVAREZ
MARIA OBESO
SERGIO GUAIBO

AMOUNT ENCLOSED: 70 FOR ARTICLES OF INCORP
8.75 FOR CERTIFICATE OF STATUS

PLEASE MAIL TO

DOMINGO ALONSO
301 ALMERIA AVE STE 220
CORAL GABLES, FL 33134

PH: (305) 4483898

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
KIDDIE DAY CARE CENTER OF SOUTH FLORIDA, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: Kiddie Day Care Center Of South Florida , Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4601 S.W. 112 Avenue
Miami, FL 33165

ARTICLE III- NATURE OF CORPORATE BUSINESS

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Merida Alvarez
8387 S.W. 148 Ave
Miami, FL 33193

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLES OF INCORPORATION
PAGE TWO

ARTICLE VII - INITIAL DIRECTORS

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

<u>President</u>	<u>Treasurer</u>	<u>Secretary</u>
Merida Alvarez	Maria Obeso	Sergio Gunaibo
8387 S.W. 148 Ave	8387 S.W. 148 Ave	8387 S.W. 148 Ave
Miami, FL 33193	Miami, FL 33193	Miami, FL 33193

ARTICLE VIII - PREEMPTIVE RIGHTS

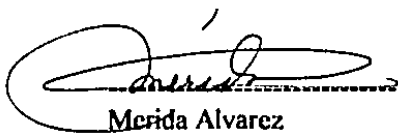
Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

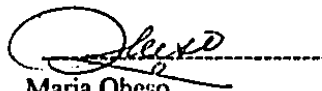
ARTICLE IX - INCORPORATOR(S)

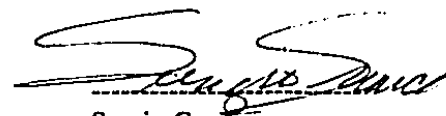
The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

<u>President</u>	<u>Treasurer</u>	<u>Secretary</u>
Merida Alvarez	Maria Obeso	Sergio Gunaibo
8387 S.W. 148 Ave	8387 S.W. 148 Ave	8387 S.W. 148 Ave
Miami, FL 33193	Miami, FL 33193	Miami, FL 33193

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true


Merida Alvarez
State of Florida


Maria Obeso
State of Florida


Sergio Gunaibo
State of Florida

ARTICLES OF INCORPORATION
PAGE THREE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,
Norica Alvarez, Maria Otero and Sergio Guaita
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *they* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 19
day of *Dec*, 19*95*

Pilar P. Alonso
NOTARY PUBLIC, State of Florida

My commission expires:



PILAR P. ALONSO
My Commission OC343388
Expires Jan. 20, 1996

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

[Signature]

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SECRETARY OF STATE
TALLAHASSEE FLORIDA