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MCKINNON & CASON, L.L.P.  
ATTORNEYS AND COUNSELORS AT LAW

MICHAEL L. MCKINNON, JR.  
RONALD L. CASON

415 Avenue A • Suite 200  
Ft. Pierce, FL 34950  
(407) 466-4300-1  
FAX (407) 466-1819

January 8, 1996

Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

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-01/12/96--01033--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation on the Under-Grads Developmental Educational Child Care Center, and a check in the amount of \$122.50.

Should you have any questions, do not hesitate to contact me.

Sincerely,

LAW OFFICES OF MCKINNON & CASON, L.L.P.

BY: *Ornette Moore* *for*  
MICHAEL L. MCKINNON, JR., ESQUIRE  
ATTORNEY AT LAW

MLM:am

Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
UNDER-GRADS DEVELOPMENTAL EDUCATIONAL CHILD CARE CENTER, INC.

ARTICLE I - NAME

The name of the Corporation shall be Under-Grads Developmental Educational Child Care Center, Inc.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of which this Corporation is formed, and the business and the objectives to be carried out and promoted by it, are as follows:

1. To conduct a child care center, and to provide quality education for the minor children in Fort Pierce, St. Lucie County, Florida.
2. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations set forth in the By-Laws, to use and apply the whole or any part of the income therefrom and the principal thereof for the betterment of the corporation.
3. To solicit funds and donations from time to time to further the purpose of this Corporation.
4. To acquire and receive by purchase, donation, or

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otherwise, my property, real, personal or mixed, and to hold, use and dispose of the same.

5. To borrow money and to issue evidence of indebtedness in furtherance of any or all of the objectives of its business; and to secure loans by mortgage, pledge, deed of trust, or other liens.

6. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of the grants or otherwise relating to the purposes of this Corporation.

7. To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of the purposes of this Corporation.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized at any time is 100 shares of common stock having a par value of \$600.00 per share.

#### ARTICLE V - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The initial registered office of this Corporation shall be 2809 Orange Avenue, Fort Pierce, FL 34947 and the initial registered agent of this Corporation will be MICHAEL L. MCKINNON, JR., ESQ., whose mailing address is 415 Avenue A, Suite 206, Fort Pierce, FL 34950, who upon accepting this designation agrees to comply with the provisions of Section 48.091,

Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE VI - SUBSCRIBERS

The name and residence of the subscribers of this Corporation are as follows:

Lowell Downing	2101 S. 26th Street Fort Pierce, FL 34950
Anita Downing	2101 S. 26th Street Fort Pierce, FL 34950
Mattie Andrews	111 S. 23rd Street Fort Pierce, FL 34947

#### ARTICLE VII - OFFICERS

The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, and a Treasurer, and such other officers as from time to time may be created by the Board of Directors. The names of the officers and the offices they shall hold until the first election shall be.

<u>NAMES</u>	<u>ADDRESSES</u>
Lowell Downing - President/Treasurer	2101 S. 26th Street Fort Pierce, FL 34950
Anita Downing - Secretary	2101 S. 26th Street Fort Pierce, FL 34950
Mattie Andrews - Vice-President	111 S. 23rd Street Fort Pierce, FL 34947

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of 2 members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall

the number of directors be less than 2 no more than three (3), and the names of the directors constituting the initial Board of Directors are:

Lowell Downing	President/Treasurer
Anita Downing	Secretary
Mattie Andrews	Vice-President

#### ARTICLE IX - INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lowell Downing	2101 S. 26th Street Fort Pierce, FL 34950
Anita Downing	2101 S. 26th Street Fort Pierce, FL 34950
Mattie Andrews	111 S. 23rd Street Fort Pierce, FL 34947

  
LOWELL DOWNING

  
ANITA DOWNING

  
MATTIE ANDREWS

#### ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting

called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from date of approval in writing by the Chairman of the Board.

ARTICLE - XI BY-LAWS

The By-Laws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose, and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XII - ANNUAL MEETING

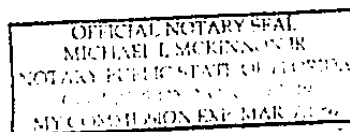
The Corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-Laws.

STATE OF FLORIDA

COUNTY OF ST. LUCIE

The foregoing Articles of Incorporation of UNDER-GRADS DEVELOPMENTAL EDUCATIONAL CHILD CARE CENTER, Inc. were acknowledged before me this 15<sup>th</sup> day of December, 1995, by LOWELL DOWNING, ANITA DOWNING, and MATTIE ANDREWS, as Incorporators.

Michael L. McKinnon, Jr.  
NOTARY PUBLIC - STATE OF  
FLORIDA



My Commission Expires: 3/07/97

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for UNDERGRADS DEVELOPMENTAL EDUCATIONAL CHILD CARE CENTER, INC., at the place designated in the Articles of Incorporation, MICHAEL L. MCKINNON, JR., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

*Michael L. McKinnon, Jr.*  
MICHAEL L. MCKINNON, JR., ESQUIRE  
REGISTERED AGENT

*9 January, 1996*  
DATE

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CLERK OF STATE  
TALLAHASSEE, FLORIDA