

P96000018102
(SAMPLE LETTER OF TRANSMITTAL)

Date 2-19-1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MICHAEL'S PLAYSCHOOL, INC., Inc.
(name of corporation)

800001724828
-02/27/95--01044--005
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Frank E. Valle, R.N.
(individual's name)

MICHAEL'S PLAYSCHOOL, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
1202 WISCONSIN AVE		
ST. CLOUD, FL. 34769		
PHONE		
(407)	TBA	
Area Code	Number	Ext.

95 FEB 26 AM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SMB
2/28/96

ARTICLES OF INCORPORATION

MICHAEL'S PLAYSCHOOL INC.
(name of corporation)

FILED

96 FEB 26 AM 8:43

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MICHAEL'S PLAYSCHOOL INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares () of _____
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>FRANK E. VALLE, R.N.</u>		
ADDRESS	<u>2014 LIVE OAK BLVD.</u>		
CITY	<u>ST. CLOUD</u>	FLORIDA	ZIP <u>34771</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>MICHAEL'S PLAYSCHOOL INC.</u>		
ADDRESS	<u>1202 WISCONSIN AVE.</u>		
CITY	<u>ST. CLOUD</u>	FLORIDA	ZIP <u>34769</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>FRANK E. VALLE, R.N.</u>		
ADDRESS	<u>2014 LIVE OAK BLVD</u>		
CITY	<u>ST. CLOUD</u>	STATE <u>FL</u>	ZIP <u>34771</u>
NAME	<u>DONNA F. VALLE, R.N.</u>		
ADDRESS	<u>2014 LIVE OAK BLVD.</u>		
CITY	<u>ST. CLOUD</u>	STATE <u>FL</u>	ZIP <u>34771</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	FRANK E. VALLE, R.N.		
ADDRESS	2014 LIVE OAK BLVD		
CITY	ST. CLOUD	STATE	ZIP 34771
NAME	DONNA F. VALLE, R.N.		
ADDRESS	2014 LIVE OAK BLVD		
CITY	ST. CLOUD	STATE	ZIP 34771
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20 day of FEBRUARY, 1996.

Subscribed before me
This 20 Day of Feb, 1996.

Marian Coughtry

Frank E. Valle R.N. (Seal)
Donna F. Valle R.N. (Seal)
_____(Seal)



MARIAN COUGHTRY
My Commission CC323718
Expires Oct. 17, 1997
Bonded by HA1
800-422-1865

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

MICHAEL'S PLAYSCHOOL INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1202 WISCONSIN AVE.

ST. CLOUD FL. 34769

has named FRANK E. VALLE, R.N.

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Subscribed before me
This 20th Day of Feb, 1996.

Marian Coughtry



MARIAN COUGHTRY
My Commission CC323719
Expires Oct. 17, 1997
Bonded by HAI
800-422-1855

Frank E. Valle, R.N.
(registered agent)

FILED
96 FEB 26 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA