

P 960000 19348

LAW OFFICE
P. KENT LeBLANC, P.A.
A PROFESSIONAL ASSOCIATION

February 23, 1996

1000 BARN ROAD SUITE 14
MELBOURNE, FL 32935-1440

TELEPHONE: (407) 253-1434
FACSIMILE: (407) 253-0535

Business Organization Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Professional Preschools, Inc.

Dear Sir:

Enclosed please find for filing, the original and one copy of Articles of Incorporation for the referenced corporation along with our Trust Account check in the amount of \$122.50.

Please return a certified copy to me in the stamped, self-addressed envelope provided.

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

Sincerely,


P. KENT LeBLANC

Enclosure

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F. CHESSEY MAR 4 1996

ARTICLES OF INCORPORATION
OF
PROFESSIONAL PRESCHOOLS, INC.

FILED
95 FEB 29 10 58 AM
TALLAHASSEE, FL 32309

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is PROFESSIONAL PRESCHOOLS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, including but not limited to, the acquisition and management of preschool and daycare facilities.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 1600 Sarno Road, Ste. 14 Melbourne, FL 32935.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by-laws adopted by the stockholders, but shall never be less than one.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify is:

RAYMOND J. CARR, JR.
PO Box #1971
Cocoa, FL 32923

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

RAYMOND J. CARR, JR.
PO Box #1971
Cocoa, FL 32923

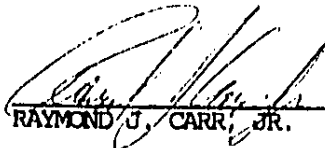
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. 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, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered office of this corporation shall be 1600 Sarno Road, Suite 14, Melbourne, Florida 32935, and the registered agent of this corporation shall be P. KENT LEBLANC.

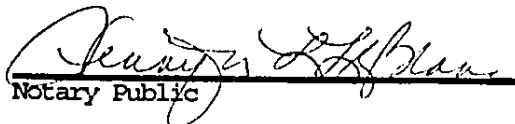
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of February, 1996.


RAYMOND J. CARR, JR.

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

BEFORE ME, personally appeared RAYMOND J. CARR, JR., who being first duly sworn and personally known to me to be the person who is named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 26th day of February, 1996.


Notary Public

My commission expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of sections 607.0501 or 617.0501, Florida Statutes, and Chapter 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **PROFESSIONAL PRESCHOOLS, INC..**
2. The name and address of the registered agent and office is:

P. KENT LeBLANC
1600 Sarno Road
Suite 14
Melbourne, FL 32935

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


P. KENT LeBLANC, Registered Agent

Dated: February 23, 1996

FILED
95 FEB 29 11:05
TALLAHASSEE
FLORIDA