

SCHWARZ, KAHLE & GEER, P.A.

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MAY 2, 1996

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100001815681
--05/09/96--01110--010
****122.50 ****122.50

RE: A Child's Place of Southwest Florida, Inc.

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation together with the Designation of Registered Agent for the above-captioned corporation. Enclosed also is our check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, we would appreciate your returning the certified copy of the Articles of Incorporation to us at your earliest convenience.

Very truly yours,

SCHWARZ, KAHLE AND GEER, P.A.

By:  GARY A. KAHLE

GAK:ljc
Enclosures

FILED
96 MAY -9 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PPC
5-5-96

**ARTICLES OF INCORPORATION
OF
A CHILD'S PLACE OF SOUTHWEST FLORIDA, INC.**

FILED
96 MAY -9 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **A CHILD'S PLACE OF SOUTHWEST FLORIDA, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK**

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 21199 Gaylord Avenue, Port Charlotte, Florida 33954 and the name of the initial registered agent of this corporation at that address is LOIS B. SCHUBAUER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

LOIS B. SCHUBAUER	21199 Gaylord Avenue Port Charlotte, Florida 33954
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

LOIS B. SCHUBAUER	21199 Gaylord Avenue Port Charlotte, Florida 33954
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ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of May, 1996.


LOIS B. SCHUBAUER

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

* * * * *

Pursuant to Section 607.0501, Florida Statutes, the
following is submitted, in compliance with said Act:

First - - That A CHILD'S PLACE OF SOUTHWEST FLORIDA,
INC., desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at 21199 Gaylord Avenue, Port Charlotte, Florida
33954, County of Charlotte, State of Florida, has named LOIS B.
SCHUBAUER located at 21199 Gaylord Avenue, Port Charlotte, Florida
33954,, County of Charlotte, State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By: Lois B. Schubauer
LOIS B. SCHUBAUER

FILED
96 MAY -9 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA