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TRANSMITTAL LETTER

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

100001818531
-05/13/96--01043--013
*****70.00 . *****70.00

SUBJECT: Creative Kids Playschool, Inc
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

Roger A Spaulding
Name
55 Longwood Dr
Address
Ormond Beach, FL 32176
City, State, & Zip
(904) 441-6726
Telephone Number

FILED
96 MAY 10 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 16 1996

Note: Additional copy of articles is needed only when certified copy is requested.

FILED

96 MAY 10 PM 2:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Creative Kids Playschool, Inc

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Creative Kids Playschool, Inc

ARTICLE II PRINCIPAL OFFICE

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

92 Sandcastle Dr
Ormond Beach, FL 32176

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

50,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Roger A. Spaulding
55 Longwood Dr
Ormond Beach, FL 32176

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Raymond J Steele
92 Sandcastle Dr
Ormond Beach, FL 32176

Illiana D Steele
92 Sandcastle Dr
Ormond Beach, FL 32176

The undersigned has(have) executed these Articles of Incorporation this

8 day of May, 1996.

Raymond J Steele VICE-PRESIDENT

Signature/Title

Signature/Title

Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: Creative Kids Playschool, Inc

2. The name and address of the registered agent and office is:

Roger A. Spaulding
(NAME)

55 Longwood Dr
(P.O. BOX NOT ACCEPTABLE)

Ormond Beach, FL 32176
(CITY/STATE/ZIP)

SIGNATURE

Raymond J. Steele
(corporate officer)

TITLE

VICE-PRESIDENT

DATE

5-8-96

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.

SIGNATURE

R.A. Spaulding

DATE

5-8-96

REGISTERED AGENT FILING FEE: \$35.00

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SECRETARY OF STATE
ALBANY, N.Y.

The Board of Directors have determined that in order to attract investment in the corporation the corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244 (c)(1), as amended, and so that the shares issued by the corporation are "Section 1244 Stock" as defined in IRC Sec. 1244 (c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

RESOLVED, that the proper officers of the corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed \$1,000,000, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.