600005267 53085 417 E. Virginia St., Suite I, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallalmssee, Pl. 32302 TOLL PRIB No. 1-800-342-8062 PAX (904) 222-1222 0.0, PHH. DIBUUNBED Goptlat Express NAME Att. of Inc. File Corp. Hecord Beards FIRM ____ Lid. Partnorahip File ADDRESS _____ Fotolyn Corp. File ---- () Cart. Copy(a) ----PHONE (...... Alt. of Amond, File Disnototion/Withdrawal CUD-Service: Top Priority _____ flogular_ One Day Service Two Day Flatitious Name File Two Day Service ----- Namo Rozorvation ----- Name Repervation
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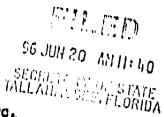
WALK-IN

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum,

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OE



KOUNTRY RIDE DAYGARE AND PRESCHOOL, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is The Kountry Kids Daycare, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is P.O. Box 1078, Madison, Florida 32341.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the date of filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE Y

CAPITAL OTOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.10 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Garrity & Fulford, P.A. The street address of the initial registered office of the corporation in the State of Florida is Suite 1050, First Florida Tower, 111 Madison Street, Tampa, Florida 33602.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Garrity & Fulford, P.A., Suite 1050, First Florida Tower, 111 Madison Street, Tampa, Florida 33602.

ARTICLE IX

BYLANG

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any office or any director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles Of Incorporation this Late day of June, 1996.

GARRITY & FULFORD, P.A.

BY: JACKIE LEE FULFORD, ESQ

STATE OF FLORIDA (COUNTY OF HILLSBOROUGH (COUNTY OF HI

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jackic Lee Fulford, Esq., known to me to be a shareholder of Garrity & Fulford, P.A., who acknowledged before me that she executed the foregoing Articles of Incorporation on behalf of Kountry Kids Daycare and Preschool, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the state and County aforesaid, this 1944 day of June, 1996.

MANJULA PATEL
My Comm Exp. 2/02/97
Honded By Service Ins
No. CC256922

Personny Knows 110ths LD

NOTARY PUBLIC, State of Florida

My Commission Expires: 2/2/97

Printed Name of Notary

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CERTIFICATE OF REGIEVERED AGENT

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KOUNTRY KIDS DAYCARE AND PRESCHOOL, INC.

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

KOUNTRY KIDS DAYCARE AND PRESCHOOL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Madison, County of Madison, State of Florida, names Garrity & Fulford, P.A., Suite 1050, First Florida Tower, 111 Madison Street, Tampa, Florida 33602, as its agent to accept service of process with this State.

ACKNOWLEDGHENT

Having been named to accept service of process for Kountry Kids Daycare and Preschool, Inc., at the place designated in this Certificate, the undersigned law firm agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 1910 day of June 1996.

GARRITY & FULFORD, P.A.

JACKIE LEE FULFORD, ESO

P.016000052677

MADISON, FL 32341

Office Use Only

Examiner's Initials

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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ARTICLES OF DISSOLUTION

7/1 wil to tola end 4/12/97

Pursuant to 607,1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: KOUNTRY KIDS DAYCARE AND IN	
PRESC	HOOL, INC., MADISON, FL.	
SECOND;	The articles of incorporation were filed on: June 20, 1996	
THIRD:	(CHECK ONE)	
	None of the corporation's shares have been issued.	
	The corporation has not commenced business.	1
FOURTH:	No debt of the corporation remains unpaid.) > Alba
FIFTH:	The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.	: (1)[] :
SIXTH:	Adoption of Dissolution (CHECK ONE)	?
	A majority of the incorporators authorized the dissolution.	
	A majority of the directors authorized the dissolution.	
Sign	ned this 12th day of Opin 19 97.	
Signatu	ded this 12 day of April 19 97. Lam April Cey - Original Argan (By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors by an incorporator.)	alera
_	(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)	
	LEM BRUMLEY (Typed or printed name)	
	SECRETARY DICI	
	· ′ (Title)	