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F. B. ESTERGREN, P.A.
ATTORNEY AND COUNSELLOR AT LAW
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August 7 , 1996

Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

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-08/09/96--01071--014
****122.50 ****122.50

Re: BUILDING BLOCKS LEARNING CENTER OF DESTIN, INC.

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.

Please endorse your approval of the Articles Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount of \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of the Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

3211

FBE/lap

Sincerely,

F. B. Estergren, P.A.

B. REGISTER AUG 14 1996

ARTICLES OF INCORPORATION
OF

BUILDING BLOCKS LEARNING CENTER OF DESTIN, INC.

ARTICLE I - NAME:

The name of this corporation is: BUILDING BLOCKS LEARNING CENTER OF DESTIN, INC., hereinafter referred to as the ("Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the Child Care business and for the purpose of transacting any or all other lawful business not inconsistent with the Laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS:

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is: 502 Benning Drive, Destin, FL 32541, and the mailing address is: 502 Benning Drive, Destin, FL 32541.

The name of the Registered Agent of the Corporation is: CHARLOTTE A. SMALLEY, and the street office address of such

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DEPT. OF STATE
TALLAHASSEE, FLORIDA
JAN 9 1965
AM 7:45

registered agent and registered office of the Corporation is:
502 Benning Drive, Destin, FL 32541.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: CHARLOTTE A. SMALLEY, 614 Maine Ave., Ft. Walton Beach, FL 32547

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is: CHARLOTTE A. SMALLEY, 614 Maine Ave., Ft. Walton Beach, FL 32547.

ARTICLE IX - BY-LAWS:

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

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this Charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1243-1244, inclusive, of the Internal Revenue Code of 1954 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 7th day of August, 1996.


CHARLOTTE A. SMALLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: _____

BUILDING BLOCKS LEARNING CENTER OF DESTIN, INC.

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

CHARLOTTE A. SMAILEY

(NAME)

502 Benning Dr.

(P.O. BOX NOT ACCEPTABLE)

Destin, FL 32541

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Charlotte A. Smalley
Charlotte A. Smalley

DATE

August 7, 1996