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INFANTINO AND BERMAN
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Mailing Address:
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Winter Park, Florida
32789-0101

August 12, 1996

Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001922248
-08/14/96--01093--014
*****78.75 *****78.75

Re: LITTLE TYKES LEARNING CENTER, INC.

Dear Sir:

I am enclosing proposed articles of incorporation of the above corporation, with registered agent form attached, for filing.

I also enclose a check in the amount of \$78.75 for the following costs:

Filing Fee	\$35.00
Registered Agent	35.00
Certificate of Status	8.75
	<u>\$78.75</u>

Sincerely,

Patrick A. Raley

PAR:sb

Enclosures

cc: Gina Smith

FILED
96 AUG 14 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 16 1996

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this corporation shall be:
LITTLE TYKES LEARNING CENTER, INC.

ARTICLE II.

The principal office of this corporation shall be 1000 San Luis Drive, Orlando, Florida 32807, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III.

The amount of capital stock authorized by this corporation shall be 10,000 shares with a par value of \$0.01 per share.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Gina Smith
1000 San Luis Drive
Orlando, Florida 32807

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TALLAHASSEE, FLORIDA

ARTICLE VI


The name and street address of the incorporator is:

Gina Smith
1000 San Luis Drive
Orlando, Florida 32807

ARTICLE VII

Patrick A. Raley, located at Suite 7, 100 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.

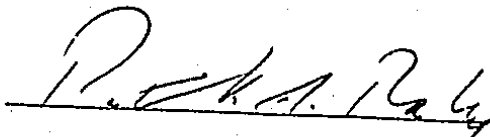
IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal on August 12, 1996.


Gina Smith

STATE OF FLORIDA:
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, GINA SMITH, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on August 12, 1996.





PATRICK A. RALEY
My Commission CC523124
Expires Mar. 05. 2000

FILED

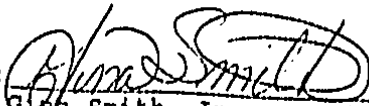
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

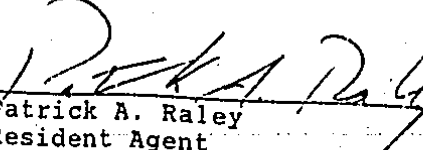
Pursuant to Chapter 48.091, Florida Statutes, the corporation
submits:

That LITTLE TYKES LEARNING CENTER, INC., a corporation
organized under the laws of the State of Florida, has named PATRICK
A. RALEY, located at Suite 7, 180 South Knowles Avenue, Winter
Park, County of Orange, State of Florida, as its agent to accept
service of process within this state.

By: 
Gina Smith, Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

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
provisions of said act relative to keeping open said office.

By: 
Patrick A. Raley
Resident Agent