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KALBACK AND THOMAS

Attorneys at Law

IRVING F. KALBACK
FAYES F. THOMAS, JR.

16 S.W. First Avenue
Miami, Florida 33130

September 3, 1996

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

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03/05/96--01008--007
***122.50 ***122.50

RE: ELILAW CORPORATION

Gentlemen/Madams:

I enclose herewith two (2) fully executed copies of the Certificate of Incorporation for the captioned corporation, together with my Trust Account check, payable to your order, in the amount of \$122.50.

Please file the enclosed certificate and furnish me with a certified copy, as soon as possible and thank you.

Very truly yours,

KALBACK & THOMAS


FAYES F. THOMAS, JR.

FFT/jmt
Enclosures

FILED
95 SEP -5 PM 1:51
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
ELILAW CORPORATION

FILED
20 SEP -5 PM 1:51
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this Corporation shall be:
ELILAW CORPORATION

ARTICLE II

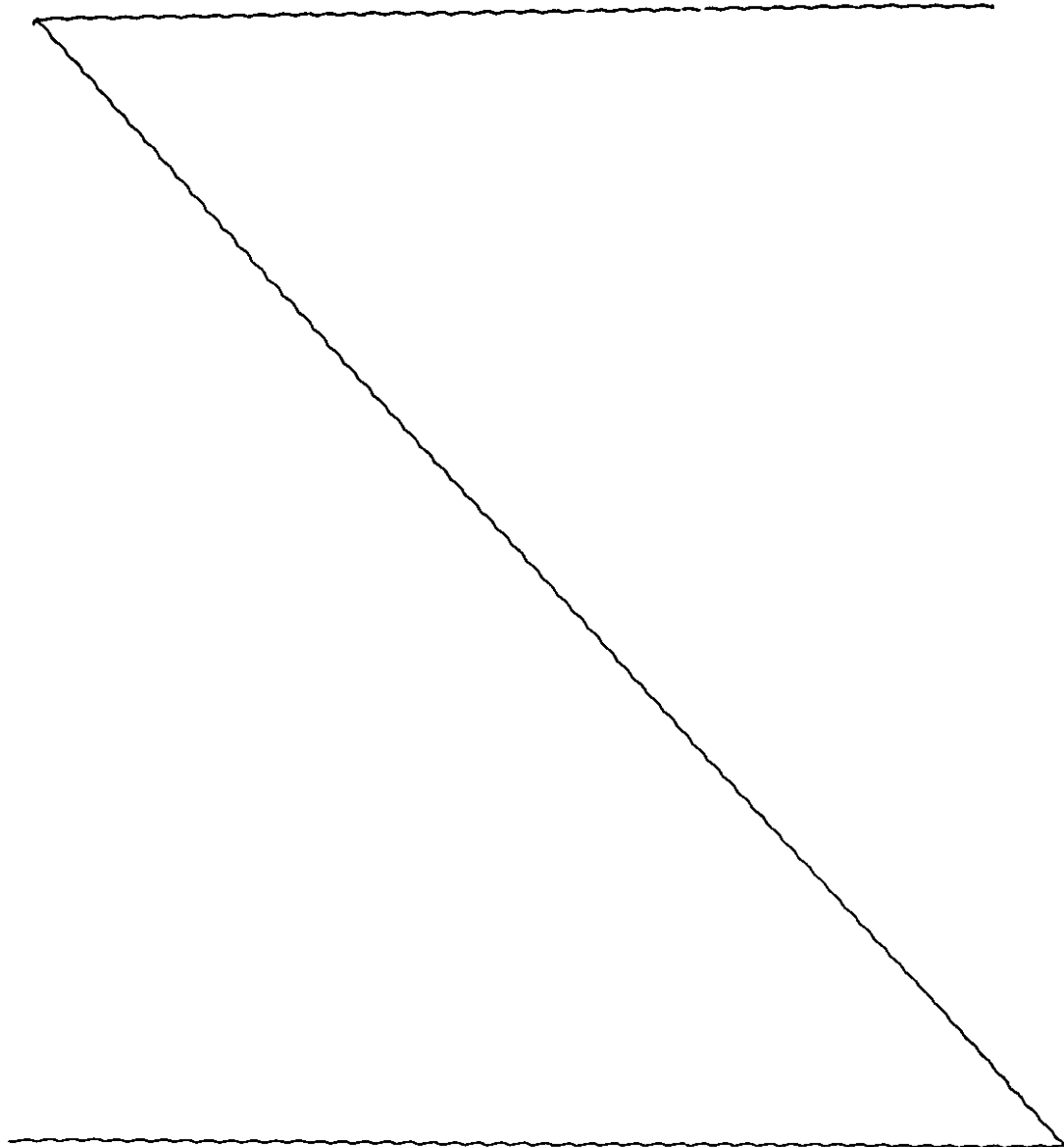
GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and descriptions;

2. (b) The specific and primary purpose for which this corporation is formed is the operation of a school and day care center.

2. (c) The Incorporators, being all of the stockholders and directors of the above named corporation, do hereby elect that this corporation be taxed as a Sub Chapter "S" corporation and will file the necessary election with the Internal Revenue Service.



(b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description.

(c) To act as agent, broker or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

(d) To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

(e) To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

(f) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other objects in or about its business or affairs and without limit as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(g) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights, and trademarks, and any license or other rights or interest therein and thereunder.

(h) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(i) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other

business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(j) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishments of any purposes of the corporation.

(k) To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be _____
_____ FIFTY (50) _____ shares of _____ NO _____ par
value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at
12503 West Okeechobee Road, Hialeah Gardens, Florida 33018
Florida, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than two nor more than nine.

ARTICLE VIII

DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and officers of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

LAWRENCE J. BARIMO, President/Director
12871 N. W. 99th Place
Hialeah Gardens, FL 33018

ANA M. BARIMO, Secretary-Treasurer/Director
12871 N. W. 99th Place
Hialeah Gardens, FL 33018

ARTICLE IX
SUBSCRIBERS

The names and post office addresses of the subscribers and the number of shares of stock which each agrees to take, are:

Lawrence J. Barimo
12871 N.W. 99th Place
Hialeah Gardens, FL 33018
Five (5) shares

Ana M. Barimo
12871 N. W. 99th Place
Hialeah Gardens, FL 33018
Five (5) shares

the net proceeds of which will amount to at least \$500.00.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

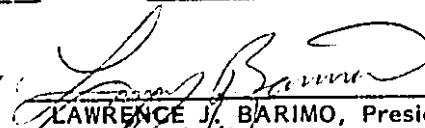
ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least seventy-five per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to-wit:

- (1) The manner and method in which and the persons by whom directors may be elected;
- (2) Any limitation upon the transferability or assignment of the stock;
- (3) The conferring of preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stock;
- (4) Any matter relating to effectuating the purposes included in any of the foregoing matters;

Agreements between stockholders shall continue binding upon the corporation until there is filed with each officer of the corporation a written instrument signed by the persons who originally created such stockholders' agreement (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

IN WITNESS WHEREOF we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hand and seals, this 28th day of August, 1996.

 (SEAL)
LAWRENCE J. BARIMO, President/Director

 (SEAL)
ANA M. BARIMO, Secretary-Treasurer/Director

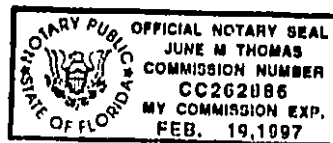
____ (SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Personally appeared before me, the undersigned authority,
Lawrence J. Barlmo, President/Director and Ana M. Barlmo, Secretary-
Treasurer/Director of Elllaw Corporation
who are all known to me to be the persons described in and who executed
the foregoing certificate and articles of incorporation, and who, after being
by me first duly sworn, on oath, depose and say, and did severally acknow-
ledge before me, that they are the parties who executed and subscribed the
foregoing articles of incorporation, and did further acknowledge that the
said certificate is the act and deed of the signers respectively and respect-
fully, and that the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Florida, this 28th
day of August, 19 96.

June M. Thomas



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ELILAW CORPORATION
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HIALEAH GARDENS,
(CITY)

STATE OF FLORIDA, HAS NAMED FAYES F. THOMAS, JR.,
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 16 S.W. FIRST AVENUE, MIAMI, FLORIDA 33130,
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.


SIGNATURE 
(CORPORATE OFFICER)

LAWRENCE J. BARIMO

TITLE President/Director

DATE August 20, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
(RESIDENT AGENT)

FAYES F. THOMAS, JR., ESQUIRE

DATE August 28, 1996

CORP. 25
1/1/76

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1996