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TALLAHASSEE, FL 32301-2607

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(904) 222-0191

P96000086621



PREMIER LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 126170 10258A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 21, 1996

ORDER TIME : 9:05 AM

ORDER NO. : 126170-005

CUSTOMER NO: 10258A

CUSTOMER: Dennis S. Silver, Esq  
DENNIS S. SILVER, ESQ

Suite B  
2250 Gulf Gate Drive  
Sarasota, FL 34231

10000112812811-6  
10/21/96-01042-017  
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DOMESTIC FILING

NAME: LI'L DARLINGS CHILD  
ENRICHMENT CENTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
95 OCT 21 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KR  
10-21-96  
DIVISION OF CORPORATION  
95 OCT 21 AM 11:09

ARTICLES OF INCORPORATION  
OF  
LI'L DARLINGS CHILD ENRICHMENT CENTER, INC.

FILED  
\$6 OCT 21 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is Li'l Darlings Child Enrichment Center, Inc.

ARTICLE II: TERM

This corporation shall commence to exist on the date of filing of these Articles with the Florida Department of State and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

To engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this corporation is 4944 Fruitville Road, Sarasota, Florida, 34232, and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 3720 Stokes Drive, Sarasota, Florida, 34232.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Jerome A. Darling, whose address is 3720 Stokes Drive, Sarasota, Florida, 34232.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation. The initial officers of this corporation are as follows:

President - Donald L. Darling, 6336 Brentwood Ave., Sarasota, Florida, 34231.

Secretary and Treasurer - Jerome A. Darling, 3720 Stokes Drive, Sarasota, Florida, 34232.

ARTICLE XI INCORPORATOR

The name and address of the person signing these Articles is: Donald L. Darling, 6336 Brentwood Ave., Sarasota, Florida, 34231.

ARTICLE XII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of October, 1996.

  
Donald L. Darling  
Incorporator

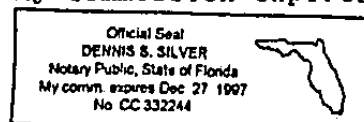
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 18 day of October, 1996, by Donald L. Darling, who presented a Florida driver's license as identification.

NOTARY PUBLIC:

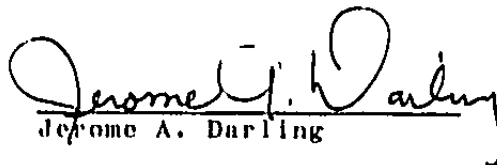
  
DENNIS S. SILVER

My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
Jerome A. Darling

darling, inc

FILED  
96 OCT 21 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA