

896000098209
CUNNINGHAM, ALBRITTON, MILLER, WISEHEART & HEFFERNAN
A PROFESSIONAL ASSOCIATION

2975 OVERSEAS HIGHWAY
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MARATHON, FLORIDA 33050-0938
(305) 743-9427
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RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

MARSHALL G. WISEHEART
WILLIAM J. HEFFERNAN, JR.

November 12, 1996

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

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-12/03/96--01043--003
****122.50 ****122.50

RE: HAPPY APPLE PRE-SCHOOL, INC.
Our File No. 96-M-88

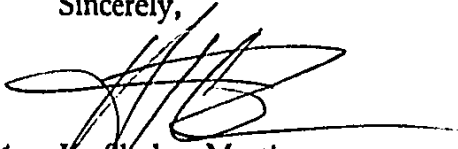
Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,


K. Shylon Martin
Secretary to
Robert K. Miller

/ksm
Enclosures

FILED
96 DEC -2 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/3/96
TD

ARTICLES OF INCORPORATION
of
HAPPY APPLE PRE-SCHOOL, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation.

FILED
96 DEC -2 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME.

The name of this corporation is HAPPY APPLE PRE-SCHOOL, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

ROBERT K. MILLER, ESQ.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws. The name and address of the initial directors are:

LAURA K. CHAPLIN
and
STEPHEN B. CHAPLIN
24 Kyle Way, West
Marathon, FL 33050

ARTICLE VI - INCORPORATORS.

The name and address of the person(s) signing these Articles is(are):

LAURA K. CHAPLIN
and
STEPHEN B. CHAPLIN
24 Kyle Way, West
Marathon, FL 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 12350 Overseas Highway, Marathon, Monroe County, Florida 33050.

ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have executed these
Articles of Incorporation this 20th day of November, 1996.

Laura K. Chaplin
LAURA K. CHAPLIN, President
Stephen B. Chaplin
STEPHEN B. CHAPLIN, Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

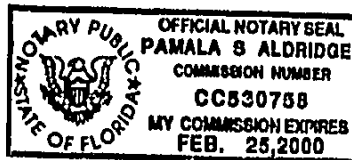
ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 20th day of **NOVEMBER**
1996, by LAURA K. CHAPLIN and STEPHEN B. CHAPLIN who are personally known to
me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal
in the State and County aforesaid this 20th day of November 1996.

Pamala S. Aldridge
NOTARY PUBLIC, State of Florida

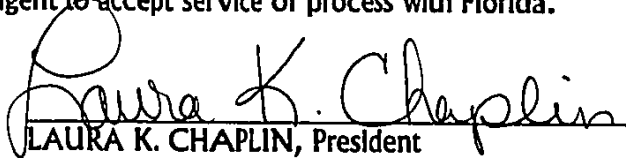
My commission expires:



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:

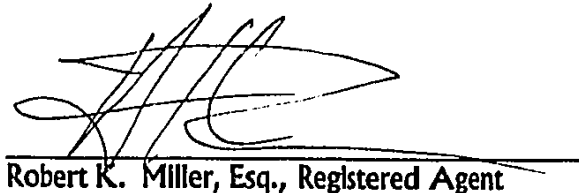
FIRST: HAPPY APPLE PRE-SCHOOL, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12350 Overseas Highway, Marathon, Florida has named ROBERT K. MILLER, Esq., 2975 Overseas Highway, Marathon, Florida 33050 as its agent to accept service of process with Florida.


LAURA K. CHAPLIN, President


STEPHEN B. CHAPLIN, Vice President

FILED
56 DEC -2 AM 10:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named to accept service of process for the above stated corporation, 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.


Robert K. Miller, Esq., Registered Agent

Dated: November 20, 1996.