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FREEDMAN & VEREBAY, P.A.

190 N.E. 199 STREET • SUITE 204
NORTH MIAMI BEACH, FLORIDA 33179

BRUCE H. FREEDMAN
BOARD CERTIFIED - CIVIL TRIAL
LAYNE VEREBAY

ARTHUR DROTZER, OF COUNSEL

SUSAN W. FREEDMAN, R.N.
PARALEGAL

DADE: (305) 651-0075
BROWARD: (954) 920-9119
FAX: (305) 651-5979

January 23, 1997

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: St. Michaels Preschool, Inc.

Dear Sir:

Enclosed please find the articles of incorporation for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I do not want a certified copy.

Very truly yours,

Layne Verebay

LV/jc
Enclosure

97 JAN 27 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1/28/97
MS

ARTICLES OF INCORPORATION
OF
ST. MICHAEL'S PRESCHOOL, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is:
St. Michael's Preschool, Inc.

FILED
97 JAN 27 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. The principal place of business is:

3401 N.W. 213rd Terrace
Miami, FL 33169

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 *shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

LAYNE VEREBAY
190 N.E. 199th Street
Suite 204
North Miami, Florida 33179

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

Doreen Joy Gordon
3401 N.W. 213rd Terrace
Miami, FL 33169

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of this corporation are:

President:

Ray A. Gordon
3401 N.W. 213rd Terrace
Miami, FL 33169

Treasurer:

Doreen Joy Gordon
3401 N.W. 213rd Terrace
Miami, FL 33169

Secretary:

Doreen Joy Gordon
3401 N.W. 213rd Terrace
Miami, FL 33169

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Doreen Joy Gordon
3401 N.W. 213rd Terrace
Miami, FL 33169

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
23rd day of January, 1997.


Doreen Joy Gordon, Treasurer
Secretary, and Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared DOREEN JOY GORDON to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledges before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 23rd day of January, 1997.


NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



JACQUELINE COTTER
My Comm Exp. 10/04/2000
Bonded By Service Ins
No. CC508840
[] Personally Known [X] Other L.D.

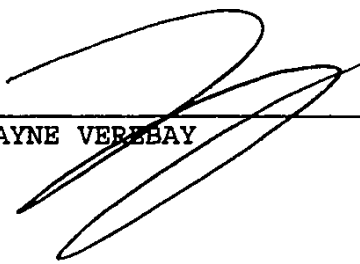
**ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
ST. MICHAEL'S PRESCHOOL, INC.**

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

190 N.E. 199th Street
Suite 204
North Miami, Florida 33179

ACCEPTED this 23rd day of January, 1997.



LAYNE VEREBAY

97 JAN 27 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED