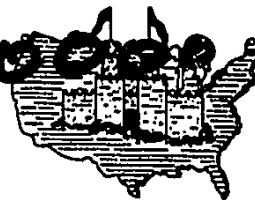


P 97 0000 10990



Castle Properties USA, Inc.

Licensed Real Estate Broker

William D. Tiffin
Licensed Real Estate Broker

William E. Zion, Ocala Manager
Licensed Real Estate Salesperson

January 30, 1997

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

900002075029--6
-01/31/97--01070--010
****122.50 ****122.50

Dear Sir(s):

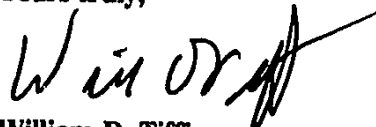
Enclosed you will find a check for \$122.50 for the filing fee and fee for a certified copy of the Articles of Incorporation.

Please address all correspondence to:

Castle Properties USA, Inc.
1135-P N. W. 23 Avenue
Gainesville, Florida 32609

Thank you.

Yours truly,


William D. Tiffin

F. CHAMBER FEB 4 1997

ARTICLES OF INCORPORATION
OF
LITTLE HEARTS CHILD CARE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is **LITTLE HEARTS CHILD CARE, INC.**

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00 each.

ARTICLE V
DIRECTORS

The corporation shall be managed by the stockholders rather than by a Board of Directors.

ARTICLE VI
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full

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TALLAHASSEE, FLORIDA

preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 1324 EAST UNIVERSITY AVENUE, GAINESVILLE, FLORIDA 32601 and the name of the initial registered agent at such office is RUTH B. GOODMAN.

ARTICLE VIII

OFFICERS

The corporation shall have a President, Vice-President and Secretary and such other officers as may be established in the by-laws. The officers shall be elected by the stockholders. The officers shall manage the affairs of the Corporation.

ARTICLE IX

INCORPORATOR

The name and street address of each Incorporator is:

NAME	ADDRESS
RUTH B. GOODMAN	636 N. W. 26 Avenue Apartment 115-D Gainesville, Florida 32609

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of January, 1997.


Ruth B. Goodman

STATE OF FLORIDA

COUNTY OF ALACHUA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RUTH B. GOODMAN well known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal this
day of 1/30, 1997

Fl. Drivers license
as ID


Notary Public, State of Florida

CHARLES A. NEMETH
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP. APRIL 27, 1999
COMM. # CC 456250

LITTLE HEARTS CHILD CARE, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes, designating place of business or domicile for the Service of process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

LITTLE HEARTS CHILD CARE, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1324 EAST UNIVERSITY AVENUE, GAINESVILLE, FLORIDA 32601 has named RUTH B. GOODMAN located at 1324 EAST UNIVERSITY AVENUE, GAINESVILLE, FLORIDA 32601 as its Agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	ADDRESS
RUTH B. GOODMAN	President	636 N. W. 26 Avenue Apartment 115-D Gainesville, Florida 32609
RUTH B. GOODMAN	Vice-President	636 N. W. 26 Avenue Apartment 115-D Gainesville, Florida 32609
RUTH B. GOODMAN	Secretary	636 N. W. 26 Avenue Apartment 115-D Gainesville, Florida 32609

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.


Ruth B. Goodman

Resident Agent

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