

CPA

American Institute of
Certified Public Accountants

Florida Institute of
Certified Public Accountants

J.P. SPILLANE, Certified Public Accountant

12788 W. Forest Hill Blvd., Suite 2005
Wellington, FL 33414

Office (407) 790-1488

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February 5, 1997

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Secretary of State
Corporation Records Bureau
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-02/07/97--01081--021
****122.50 ****122.50

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation
for NOAH'S ARK, A Child's Learning Center, Inc.

Also please see enclosed check in the amount of \$122.50 to cover
the costs of incorporation fees of said corporation.

If there are any questions regarding this corporation, please call
the number listed.

Thank You.

Sincerely,

J.P. Spillane

J. P. Spillane, C. P. A.

JPS:wsk

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DIVISION OF CORPORATION

D. BROWN FEB 10 1997

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of this corporation shall be:

NOAH'S ARK, A Child's Learning Center, Inc.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one thousand dollars.

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the State of the principal office of the corporation shall be: 14563 Okeechobee Road
Loxahatchee, FL 33470

The Board of Directors may from time to time move the principal office to any other address in Florida.

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SECRETARY OF STATE
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ARTICLE VII, INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially.

The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

James R. Bosley
2748 Yarmouth Drive
Wellington, FL 33414

Doyle W. Welford
14621 Balgowan Rd. #203
Miami Lakes, FL 33016

ARTICLE VIII, INCORPORATORS

The names and addresses of the incorporators:

James R. Bosley
2748 Yarmouth Drive
Wellington, FL 33414

Doyle W. Welford
14621 Balgowan Rd. #203
Miami Lakes, FL 33016

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and shareholders.

ARTICLE X, AMENDMENT

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

ARTICLE XI, SUB CHAPTER S CORPORATION

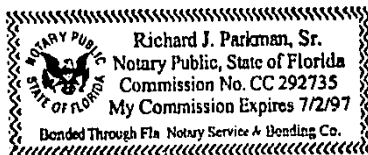
This corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

In witness whereof, the undersigned, as subscribing incorporators, have hereinto set their hands and seals this 5th day of February, 1997, for the purpose of forming this corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

James R. Bosley
James R. Bosley

Doyle W. Wolford
Doyle W. Wolford

Sworn to and subscribed before me this 6TH day of FEBRUARY, 1997, by JAMES R. BOSLEY and DOYLE W. WOLFORD, who is personally known to me or who produced a DRIVERS LICENSE as identification.



Richard J. Parkman, Sr.
Notary Public, State of Florida

Richard J. Parkman, Sr.

(Seal)

ARTICLE XII, REGISTERED AGENT AND OFFICE

The Registered Agent, James R. Bosley, accepts this position signed below:

James R. Bosley
James R. Bosley

The registered office will be located at 2748 Yarmouth Drive,
Wellington, FL 33414.

James R. Bosley
James R. Bosley

FILED STAFFS
SECRETARY OF STATE
DIVISION
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