

**/ CESAR KUDJA**  
CERTIFIED PUBLIC ACCOUNTANT

8253 West 14th Court, Hialeah, Florida 33014  
(305) 823-8570

February 27, 1997

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

400002102964--6  
-03/04/97--01004--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Filing  
Florida Corporation

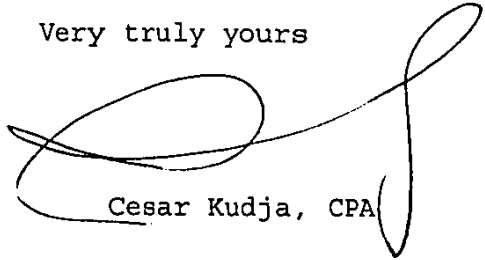
Gentlemen:

Enclosed please find the "The Articles Of Incorporation" of Bugs Bunny and Friends Child Care Center, Inc., together with our Ck No. 857 in the amount of \$122.50; to cover the filing fees of this new corporation

Would you please mail the Articles certified copy to the above address.

Thank you for your considerate attention.

Very truly yours

  
Cesar Kudja, CPA

Encls.  
CK;cm

Dmc  
3/10/97

FILED  
97 MAR -4 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 MAR -4 PM 12:02

SEC. OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BUGS BUNNY AND FRIENDS CHILD CARE CENTER, INC.

THE UNDERSIGNED has executed the following document for the purpose of forming the above named Corporation under the Florida Business Corporation Act, and as incorporator, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the Corporation shall be:  
Bugs Bunny And Friends Child Care Center, Inc.

ARTICLE II  
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III  
CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawfull busines permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV  
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE THOUSAND SHARES (1000 Shares) of ONE DOLLAR (\$1.00) par value each which shall be designated as "Common Shares."

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of this corporation shall be:

Esther Socarras  
1615 W. 80 St.  
Hialeah, FL 33014

ARTICLE VI  
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:  
1265 W. 66 Street  
Hialeah, FL 33012

ARTICLE VII  
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of one person, who need not be resident of the State of Florida or shareholder of the corporation. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name(s) and address of these persons who are to serve as initial directors are:

Esther Socarras  
1615 W. 80 Street.  
Hialeah, FL 33014

The names of the first officers of the corporation, to hold office until their successors are elected are:

Esther Socarras	: President and Secretary
Oscar Socarras	: Treasurer

ARTICLE VIII  
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<u>NAME</u>	<u>No. of Shares</u>	<u>Consideration</u>
Esther Socarras	1000 Shares	\$ 1000.00

ARTICLE IX  
BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X  
INCORPORATOR

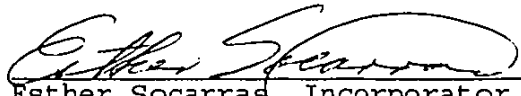
The name and address of the Incorporator executing these Articles of Incorporation is:

Esther Socarras  
1615 W. 80 Street.  
Hialeah, FL 33014

ARTICLE XI  
INDEMNIFICATION

The corporation shall indemnify any officer, director, agent, employee or shareholder, or any former officer, director, agent, shareholder or employee to the full extent permitted by law for any threatened, pending or completed action, suit or proceeding, whether civil, administrative criminal or investigative (including one in the right of the corporation to procure judgement in its favor) by reason of the fact that he or his testator or intestate, is or was director, officer, employee or agent of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed of these Articles of Incorporation at Hialeah, Florida, on this 27th. day of February, 1997.

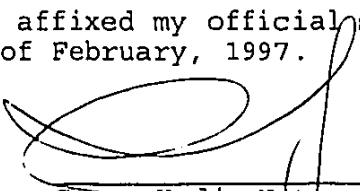
  
\_\_\_\_\_  
Esther Socarras, Incorporator

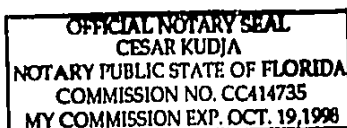
STATE OF FLORIDA)  
                                  )SS  
COUNTY OF DADE    )

BEFORE ME, a notary public, duly authorized to administer oaths and take acknowledgements in the State and County set forth above, personally appeared Esther Socarras, known by me to be the person who executed the foregoing Articles of Incorporation of Bugs Bunny And Friends Child Care Center, Inc.; and she acknowledged before me that she executed the same for the purpose stated therein, and that the facts stated therein are true and correct

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 27th. day of February, 1997.

My commission expires:

  
\_\_\_\_\_  
Cesar Kudja, Notary Public  
State of Florida at Large

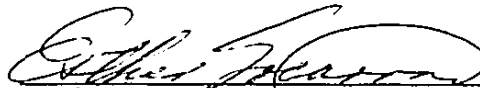


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First: That Bugs Bunny And Friends Child Care Services, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named its agent to accept service of process within the State the following individual:

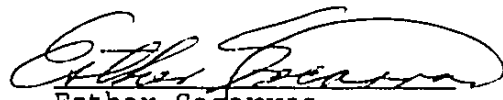
Esther Socarras  
1615 W. 80 Street.  
Hialeah, FL 33014

  
Esther Socarras, President

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

Signed this 27th. day of February, 1997

  
Esther Socarras