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Williams Reed Weinstein  
Schifino & Mangione P.A.  
attorneys at law

RECEIVED  
MAR 10 1997

V Stephen Cohen  
Robert R Hearn  
Elizabeth S Hoskins  
David S Jennis  
Ralph P Mangione  
Aminie Mohip  
Jennifer A Powers  
R. Marshall Rainey

March 7, 1997

James M. Reed  
Ricardo A. Roig  
John A. Schifino  
William J. Schifino, Jr.  
Scott I. Steady  
Kenneth G. Turkel  
David B. Weinstein  
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State  
Division of Corporations  
Corporate Charter Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

500002109355--9  
-03/11/97--01023--018  
\*\*\*\*\*245.00 \*\*\*\*\*122.50

Re: Village Montessori of Ybor City, Inc.  
Casa de Niños Properties, Inc.

Dear Sir/Madam:

Attached are an original and one copy of the Articles of Incorporation for each of the above-referenced corporations. Please file these Articles and return certified copies to our office.

Also enclosed is a check in the amount of \$245.00 to cover expenses as follows:

FILING FEE	\$70.00
REGISTERED AGENT FEE	\$70.00
CERTIFIED COPY	<u>\$105.00</u>
TOTAL	\$245.00

FILED  
97 MAR 10 AM 8 54  
TALLAHASSEE, FLORIDA

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

3/14/97  
Aminie Mohip

AM/lmp  
Enclosures

DB

3/7/97

ARTICLES OF INCORPORATION  
OF  
VILLAGE MONTESSORI OF YBOR CITY, INC.

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE ONE  
NAME AND MAILING ADDRESS OF CORPORATION

The name of this corporation is Village Montessori of Ybor City, Inc. (the "Corporation"). The mailing address of the Corporation is 1213 East Sixth Avenue, Tampa, Florida 33605.

ARTICLE TWO  
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE THREE  
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1213 East Sixth Avenue, Tampa, Florida 33605, and the initial registered agent is Stephanie December Gaines. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE  
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is Aminie Mohip, Esq., 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602.

FILED  
97  
MAR 10 AM 8 54  
TAMPA  
FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_ day of March, 1997.

Aminie Mohip  
Aminie Mohip  
Incorporator

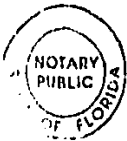
FILED  
MAR 10 1997  
HILLSBOROUGH COUNTY, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this \_\_\_\_ day of March, 1997, by Aminie Mohip, who is personally known to me.

My commission expires:

Rebecca Lynn Perkins  
Rebecca Lynn Perkins  
Notary Public - State of Florida



REBECCA LYNN PERKINS  
My Comm Exp. 7/12/97  
Bonded By Service Inc.  
No. 0000000000

(1) Power of

ACCEPTANCE BY REGISTERED AGENT

Stephanie December Gaines, having been designated to act as the registered agent of Village Montessori of Ybor City, Inc., hereby agrees to act in that capacity.

Stephanie December Gaines  
Stephanie December Gaines

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