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SAX, WILLINGER & GOLD
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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March 25, 1997

Secretary of State
Corporation Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: We're Thumbbody Daycare, Inc.

700002126927--2
-03/28/97--01067--008
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation along with a check in the amount of \$122.50 for filing fee. Please return one copy to my office in the envelope provided. Thank you for your prompt attention to this matter.

Very truly yours,

STUART M. GOLD

SMG:cs

Encl.

FILED
97 MAR 28 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc 4/1/97

ARTICLES OF INCORPORATION
OF
WE'RE THUMBODY DAYCARE, INC.

Article I - Name

The name of this corporation is We're Thumbody Daycare, Inc.

Article II - Duration

This corporation is to have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6000 shares of ten (\$0.10) cent par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director(s).

Article V - Principal Address and Mailing Address

The principal office and mailing address of the corporation is: 15476 N.W. 77th Court, Suite 514, Miami, FL 33016.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8180 N.W. 36th Street, Suite 100, Miami, Florida 33166, and the name of the initial registered agent of this corporation is STUART M. GOLD.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either

This Instrument Prepared By:
Stuart M. Gold, Esq.
8180 N.W. 36th Street
Suite 100
Miami, FL 33166
(305) 591-1040
FL Bar No.: 265421

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increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Tamara B. Castro
15476 N.W. 77th Court
Suite 514
Miami, FL 33016

Lazaro H. Castro
15476 N.W. 77th Court
Suite 514
Miami, FL 33016

Article VIII - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX - Incorporator

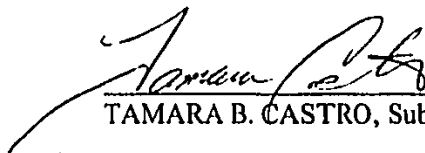
The name and address of the person signing these Articles is:

Tamara B. Castro
15476 N.W. 77th Court
Suite 514
Miami, FL 33016

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 25, 1997.

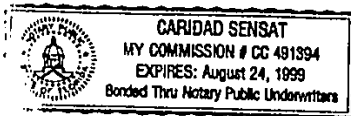

TAMARA B. CASTRO, Subscriber

STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county aforesaid, personally appeared TAMARA B. CASTRO, known to me and known by me to be the person who executed the Articles of Incorporation of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25 day of March, 1997.

My Commission Expires:



Caridad Sensat
NOTARY PUBLIC AT LARGE
Print Name: CARIDAD SENSAT

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.


STUART M. GOLD, Resident Agent

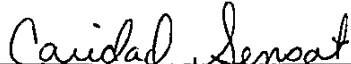
STATE OF FLORIDA }
 } ss.
COUNTY OF DADE }

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county aforesaid, personally appeared STUART M. GOLD, known to me and known by me to be the person who executed the Acceptance by Registered Agent of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25 day of march, 1997.

My Commission Expires:




NOTARY PUBLIC AT LARGE
Print Name: CARIDAD SENSAT

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TALLAHASSEE, FLORIDA