



P 97000040138

ACCOUNT NO. : 072100000032

REFERENCE : 355506 7128742

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 6, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 355506-005

CUSTOMER NO: 7128742

CUSTOMER: Carolann A. Swanson, Esq
CAROLANN AUSTIN SWANSON, P.A.

Suite 2
12601 World Plaza Lane
Fort Myers, FL 33907

3000002167783-18
-05/06/97--01084--012
****122.50 ****122.50

DOMESTIC FILING

NAME: COMPUCHILD OF SOUTH FLORIDA,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
97 MAY -5 AM 10:57
DIVISION OF CORPORATION

94 MAY - 6 1997

ARTICLES OF INCORPORATION
OF
COMPUCHILD OF SOUTH FLORIDA, INC.

FILED
971117 - E
MAY 11 1997
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be COMPUCHILD OF SOUTH FLORIDA, INC.

ARTICLE II
CORPORATE DURATION

The period of the corporation's duration is perpetual.

ARTICLE III
PURPOSES

The corporation's purpose is to promote and sell early age computer training as a Licensee of CompuChild Services of America, Inc. and to engage in lawful, business activity as permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is Three Hundred (300) shares. All such shares shall be of a single class, designated as common.

ARTICLE V
VOTING

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors. The corporation elects to have preemptive rights.

ARTICLE VI AMENDMENT OF BYLAWS

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two initial (2) directors whose name and addresses are as follows:

Sharon Parker Smith, 207 Silverado Drive, Naples, Florida 34119; and
Michael Ray Smith, 207 Silverado Drive, Naples, Florida 34119.

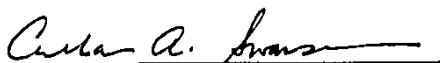
ARTICLE VIII REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation is Carolann Austin Swanson, Esq. The street address of the corporation's initial registered office is 12601 World Plaza Lane Suite 2, Fort Myers FL 33907. The principal place of business and mailing address of this corporation shall be: 207 Silverado Drive, Naples, Florida 34119.

ARTICLE IX INCORPORATOR

The name and address of the incorporator to these Article of Incorporation is Carolann Austin Swanson, Esq., 12601 World Plaza Lane Suite 2, Fort Myers, Florida 33907.

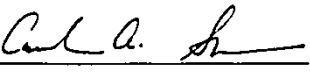
The undersigned incorporator has executed these Articles of Incorporation this 2nd day of May, 1997.


Carolann Austin Swanson, Esq., Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
COMPUCHILD OF SOUTH FLORIDA, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 5/12/97



Carolann Austin Swanson, Esq.

FILED
MAY 12 1997
TALLAHASSEE, FLORIDA