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DANIEL J. SHEPHERD, P. A.

11380 PROSPERITY FARMS ROAD

SUITE 118

PALM BEACH GARDENS, FLORIDA 33410

FILED

97 MAY 22 PM 11:52

DANIEL J. SHEPHERD
ATTORNEY AT LAW

STATE
TELEPHONE (407) 624-3001
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May 16, 1997

Secretary of State - State of Florida
Division of Corporations
The Capitol
Tallahassee, FL 32304

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-05/22/97--01125--002
***122.50 ***122.50

Re: Little Rascals Academy, Inc.

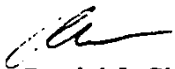
Dear Sir or Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation of Little Rascals Academy, Inc.. Also enclosed please find my firm check in the amount of \$122.50 which represents the filing fee for this for-profit corporation.

I would appreciate it if you would return a copy of the filed articles of incorporation to my attention in the enclosed stamped self-addressed envelope.

Your time and consideration with respect to this matter is greatly appreciated. I am

Sincerely,



Daniel J. Shepherd

002:LETTERS:FORM.01

Enclosure - As Stated

QW 5-23-97

ARTICLES OF INCORPORATION
OF
LITTLE RASCALS ACADEMY, INC.

FILED
97 MAY 22 AM 11:52
TO: CLERK OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is Little Rascals Academy, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4020 Brook Circle East, West Palm Beach, Florida 33417, and the name of the initial registered agent of this Corporation is Atie Makhoul.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial director(s) of this Corporation is/are:

NAME

Atie Makhoul

Rosana Makhoul

ADDRESS

4020 Brook Circle East
West Palm Beach, Florida 33417

4020 Brook Circle East
West Palm Beach, Florida 33417

ARTICLE VIII - INCORPORATORS

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

NAME

ADDRESS

Atie Makhoul

4020 Brook Circle East
West Palm Beach, Florida 33417

Rosana Makhoul

4020 Brook Circle East
West Palm Beach, Florida 33417

ARTICLE IX - INDEMNIFICATION

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

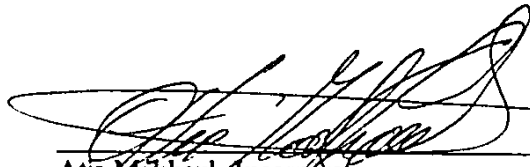
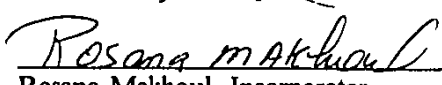
ARTICLE X - AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of May, 1997.


Atie Makhoul, Incorporator

Rosana Makhoul, Incorporator

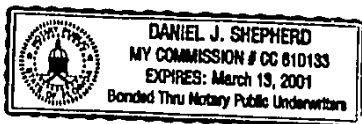
STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Atie Makhoul and Rosana Makhoul, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation and produced Florida Drivers' Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14 day of May, 1997.


Notary Public, State of Florida

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

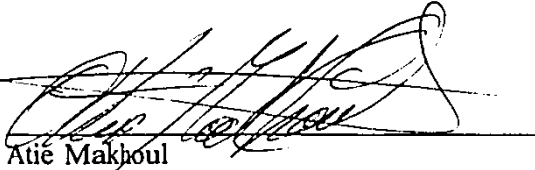
FILED
97 MAY 22 AM 11:52
TALLAHASSEE
SECRETARY OF STATE

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

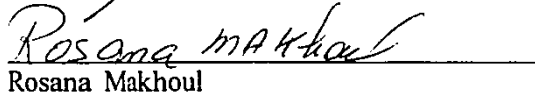
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, AS AMENDED, THE FOLLOWING IS SUBMITTED:

FIRST--THAT THE LITTLE RASCALS ACADEMY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT: 4020 BROOK CIRCLE EAST, WEST PALM BEACH< FLORIDA 33417, HAS NAMED ATIE MAKHOUL, REGISTERED AGENT, LOCATED AT: 4020 BROOK CIRCLE EAST, WEST PALM BEACH 33417, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


Atie Makhoul

SIGNATURE


Rosana Makhoul

TITLE: Incorporators

DATE: May 14, 1997.

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF HIS DUTIES.


Atie Makhoul, Registered Agent

DATE: May 14, 1997