

97000051995

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED

97 JUN 12 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eman Child Care, Inc.

6-11-97

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*****70.00 *****70.00

K.R. JUN 12 1997

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Name Reservation _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

☒ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC-1 or UFile _____

____ UCC-11 Search _____

____ UCC-11 Retrieval _____

____ Counter _____

RECEIVED
97 JUN 12 AM 10:08
DIVISION OF CORPORATION

EFFECTIVE DATE
6-11-97

**ARTICLES OF INCORPORATION
OF
EMAN CHILD CARE, INC.**

FILED
97 JUN 12 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporators of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Eman Child Care, Inc.

ARTICLE II - EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

ARTICLE III - PURPOSE

The purpose or purposes of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at One Dollar (\$1.00) par value per share.

ARTICLE V - CAPITAL

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Philip H. Forbes, Esquire.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one. The names and addresses of the person(s) who is to serve as directors until the first annual meeting of shareholders, or until their successor(s) are elected and qualified is:

<u>Name</u>	<u>Address</u>
Eman Marcos	6051 Dimond Street Palm Beach Gardens, FL 33418

ARTICLE IX - INCORPORATOR

The names and addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
Eman Marcos	6051 Dimond Street Palm Beach Gardens, FL 33418

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

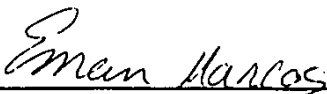
ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII - PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address is 6051 Dimond Street, Palm Beach Gardens, FL 33418.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation, this 11th day of June, 1997.



Eman Marcos
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of June, 1997, by Eman Marcos who is personally known to me or who produced _____ as identification and who did not take an oath.



BARBARA JEAN FORBES
My Commission CC385811
Expires Jun. 21, 1998

Barbara Jean Forbes
Notary Public, State of Florida
My commission expires: 6/21/98

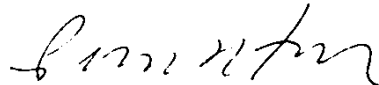
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

Eman Child Care, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Philip H. Forbes, Esquire, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

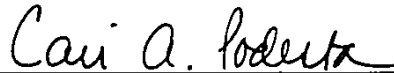
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Philip H. Forbes, Esquire
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 11th day of June, 1997, by Philip H. Forbes who is personally known to me or who produced N/A as identification and who did not take an oath.



Notary Public, State of Florida
My commission expires:

ATLANTIC BONDING CO., INC.
BONDED THRU
EXPIRES JUN 23, 2000



97 JUN 12 AM 11:31

FILED