



THE UNITED STATES
CORPORATION
COMPANY

P97000056842

ACCOUNT NO. : 072100000032

REFERENCE : 444982 4383491

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 27, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 444982-015

CUSTOMER NO: 4383491

CUSTOMER: Timothy H. Kenney, Esq
TIMOTHY H. KENNEY, ESQ

189 Bradley Place

Palm Beach, FL 33480

400002224804--7
-06/27/97--01048--025
*****367.50 *****122.50

DOMESTIC FILING

NAME: ABC CHILDREN'S LEARNING
ACADEMY, 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: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
JUN 27 PM 1:19
STATE
TALLAHASSEE, FLORIDA

RECEIVED
JUN 27 AM 11:29
DIVISION OF CORPORATION

SN JUN 27 1997

5

**ARTICLES OF INCORPORATION
OF
ABC CHILDREN'S LEARNING ACADEMY, INC.**

FILED
97 JUN 27 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ABC CHILDREN'S LEARNING ACADEMY, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State, State of Florida. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 par value shares of common capital stock, each share having a par value of \$1.00.

Articles Of Incorporation Of ABC CHILDREN'S LEARNING ACADEMY, INC.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

DAVID F. LEVY
189 Bradley Place
Palm Beach, FL 33480

ARNALDO JAGLE
189 Bradley Place
Palm Beach, FL 33480

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

TIMOTHY H. KENNEY, Esq.
189 Bradley Place
Palm Beach, FL 33480

Articles Of Incorporation Of ABC CHILDREN'S LEARNING ACADEMY, INC.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

TIMOTHY H. KENNEY, Esq.
189 Bradley Place
Palm Beach, FL 33480

ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

ARNALDO JAGLE
189 Bradley Place
Palm Beach, FL 33480

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



ARNALDO JAGLE - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ABC CHILDREN'S LEARNING ACADEMY, INC. I hereby state that I am familiar with and accept the duties

Articles Of Incorporation Of ABC CHILDREN'S LEARNING ACADEMY, INC.

and responsibilities as registered agent for ABC CHILDREN'S LEARNING ACADEMY, INC.

TIMOTHY H. KENNEY - Registered Agent

State Of Florida

County Of Palm Beach

On June 26, 1997, TIMOTHY H. KENNEY, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ABC CHILDREN'S LEARNING ACADEMY, INC.

Emilie P. Wilson
Notary Public

EMILIE P. WILSON
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



EMILIE P. WILSON
COMMISSION # CC415712
EXPIRES OCT 24, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

97 JUN 27 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Articles Of Incorporation Of ABC CHILDREN'S LEARNING ACADEMY, INC.