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B.

June 26, 1997

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Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: FILING OF ARTICLES OF INCORPORATION OF
SUNSHINE CHILD ENRICHMENT CENTER, INC.

Dear Sir/Madam:

Enclosed please find a check payable to the Secretary of State in
the amount of \$70.00 for recording of the enclosed Articles of
Incorporation of Sunshine Child Enrichment Center, Inc.

Very truly yours,

TIMOTHY W. GENSMER, P.A.



Timothy W. Gensmer

TWG/dlm

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -2 AM 9:55

7/13/97

ARTICLES OF INCORPORATION
OF
SUNSHINE CHILD ENRICHMENT CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -2 PM 9:55

ARTICLE 1. - NAME

The name of this corporation is SUNSHINE CHILD ENRICHMENT CENTER, INC.

ARTICLE 2. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 3. - PURPOSE

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

ARTICLE 4. - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time of the corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in

the treasury of the corporation, and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 7. - PRINCIPAL OFFICE OR MAILING ADDRESS

The street address of principal office is 2811 17th Street East, Sarasota, FL 34237 and the mailing address of the corporation is 2811 17th Street East, Sarasota, FL 34237.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2811 17th Street East, Sarasota, FL 34237 and the name of the initial registered agent of this corporation at that address is Lyle Stutzman.

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

LYLE STUTZMAN
265 Parkland Avenue
Sarasota, Florida 34232

ARTICLE 10. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation on the 25th day of June, 1997.



LYLE STUTZMAN

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public, appeared LYLE STUTZMAN known to be the person described as the Incorporator, or who produced Driver's License as identification, who executed the foregoing Articles of Incorporation, and said person did acknowledge subscribing to the same.

Witness my hand and official seal this 25th day of June, 1997.

Timothy W. Gensmer
NOTARY PUBLIC

MY COMMISSION EXPIRES:



TIMOTHY W. GENSMER
COMMISSION # CC 437721
EXPIRES FEB 8, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

SUNSHINE CHILD ENRICHMENT CENTER, INC.

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's articles of incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 6-25-97


Lyle Stutzman

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