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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):			
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NEW FILINGS	AMENDMENTS		
Profit	Amendment		300002229703 -07/03/9701020006 ****122.50 ****122.50
NonProfit	Resignation of R.A., Officer/ I	Director	****122.50 *****122.50
Limited Liability	Change of Registered Agent		EFFECTIVE DATE
Domestication	Dissolution/Withdrawal		7-15-90
Other	Merger		97 JI
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Annual Report Fictitious Name	Foreign	1	PH 1
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Examiner's Initials

97 JUL -3 PH 1: 35

STATE OF FLORIDA ARTICLES OF INCORPORATION OF SMITTY'S DAY CARE, INC.

effective date 7-15-97

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this corporation is: Smitty's Day Care, Inc., and the principal physical address of this corporation is 7710 Hillsdale Road, Jacksonville, Florida 32216. The mailing address of this corporation is: P.O. Box 16952, Jacksonville, Florida 32245-6952. The phone number of this corporation is 904-733-5233.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

Page 2 of 5
State of Florida
Articles of Incorporation
of Smitty's Day Care, Inc.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 7710 Hillsdale Road, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Michele S. Gregerson (594-09-9838).

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The name and address of the initial directors of this corporation are:

NAME/SS#/TITLE

ADDRESS

Michele S. Gregerson 594-09-9838 7546 Hillsdale Road, Jax., FL 32216 President/Treasurer/Secretary (52% ownership)

Patsy Smith 426-48-2258 Vice President (48% ownership) 7710 Hillsdale Road, Jax., FL 32216

ARTICLE VII - INCORPORATOR

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

Michele S. Gregerson 594-09-9838 7546 Hillsdale Road., Jax., FL 32216

Page 3 of 5 State of Florida Articles of Incorporation of Smitty's Day Care, Inc.

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

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

ARTICLE X - CORPORATE EXISTENCE

The date of commencement of corporate existence shall be July 15, 1997.

Page 4 of 5 State of Florida Articles of Incorporation of Smitty's Day Care, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of June, 1997:

Michele S. Gregerson, President

STATE OF FLORIDA COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and produced current Florida Drivers license as identification, as well as personally known to me, Michele S. Gregerson, who, and after being duly sworn, deposes and says that she is the person described as incorporator of these Articles of Incorporation, and that the information therein contained is true and correct.

Michele S. Gregerson, President

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State of Florida
Articles of Incorporation
of Smitty's Day Care, Inc.

Sworn to and subscribed before me this 24h day of June, 1997.

FLORIDA NOTARY PUBLIC. STATE ON FLORIDA

DEBORAH ANN CREGO
COMMISSION & CC 549842
EXPIRES MAY 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida statutes relative to keeping open said office.

Michele S. Gregerson, President