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July 15, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/17/97-01048-010
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Re: Appletree Daycare Center, Inc. - Filing for Incorporation

To Whom it May Concern:

Enclosed please find the Articles of Incorporation of Appletree Daycare Center, Inc., a copy of the articles, and our firm check in the amount of \$122.50. Please certify the enclosed copy of the articles and return them to me at the above address.

If you have any questions or need more information, please contact me at (904) 798-3281. Thank you for your assistance in this matter. It is much appreciated.

Sincerely,

Jodi L. Lulf

Jodi L. Lulf
Paralegal

Enclosures
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EFFECTIVE DATE
2-14-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 17 PM 2:08

7-18-97
WS

ARTICLES OF INCORPORATION
OF
APPLETREE DAYCARE CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 **Name**. The name of the corporation is Appletree Daycare Center, Inc.

Section 1.2 **Address of Principal Office**. The address of the principal office of the corporation is P.O. Box 1782, Callahan, Florida 32011.

Section 1.3 **Mailing Address**. The mailing address of the corporation is P.O. Box 1782, Callahan, Florida 32011.

ARTICLE II

DURATION

Section 2.1 **Duration**. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 **Purposes**. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

EFFECTIVE DATE
7-14-97

ARTICLE IV

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$.01 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 50 N. Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Randal H. Drew.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

NAME

ADDRESS

Judyreha Buell

328 Full Moon Trail, Jacksonville, FL 32225

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Randal H. Drew

ADDRESS

50 N. Laura Street, Suite 2750, Jacksonville, FL 32202

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

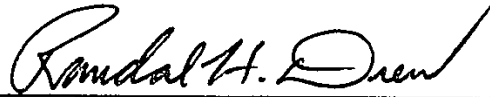
Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 14th day of July, 1997.


Randal H. Drew, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



Randal H. Drew, Registered Agent

Date: July 14, 1997

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