

TRANSMITTAL LETTER

P 9700006852

FILED
AUG - 6 PM 2:03
TALLAHASSEE, FLORIDA

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

SUBJECT: THREE STAR, INC.
(Proposed corporate name - must include suffix)

800002224858--9
-06/27/97--01057--007
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

- \$70.00
Filing Fee
- \$78.75
Filing Fee & Certificate
- \$122.50
Filing Fee & Certified Copy
- \$131.25
Filing Fee, Certified Copy & Certificate

FROM: SAFIA REFAI
Name (Printed or typed)

1202 SKIPPER ROAD
Address

TAMPA, FLORIDA 33613
City, State & Zip

(813) 971-1074
Daytime Telephone number

F. CHEN

AUG 7 1997

~~17147~~
2551-2557

NOTE: Please provide the original and one copy of the articles.

ATTEN:

DAVID PRINCE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

PLEASE CALL
AT 962-6070
AFTER
RECEIVING!

June 30, 1997

SAFIA REFAI
1202 SKIPPER ROAD
TAMPA, FL 33613

SUBJECT: THREE STAR, INC.
Ref. Number: W97000015069

FILED
97 AUG -6 PM 2:03
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THREE STAR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 197A00034181



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1997

SAFIA REFAI
1202 SKIPPER ROAD
TAMPA, FL 33613

SUBJECT: THREE STAR LEARNING CENTER, INC.
Ref. Number: W97000017147

We have received your document for **THREE STAR LEARNING CENTER, INC.** and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 297A00037649

**ARTICLES OF INCORPORATION
OF
THREE STAR LEARNING CENTER, INC.
A FLORIDA CORPORATION**

**FILED
97 AUG - 6 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

To the Secretary of State:

The undersigned acting as incorporator of a corporation pursuant to Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the corporation shall be **Three Star Learning Center, Inc.**

ARTICLE II

PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and mailing address of this corporation is to be located at:

1202 E. Skipper Rd.
Tampa, FL 33613

in the city of Tampa, County of Hillsborough, State of Florida, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE

The purposes of the corporation are:

1. To provide day care services,
2. To provide other social care services,
3. To engage in any other lawful purpose.

ARTICLE IV

DURATION

The duration of the corporation is perpetual.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 200.

Such shares shall be of a single class and shall have a par value of one dollar (\$1.00).

ARTICLE VI

REGISTERED AGENT AND OFFICE

The registered agent and office is:

NAME

ADDRESS

Lutrena McNair

1202 E. Skipper Rd.
Tampa, FL 33613

ARTICLE VII

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable or any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof and whether issued for cash, labor done, personal property or leases thereof, or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is (1). Said director(s) shall have the authority and power to increase or decrease the number serving directors within the limits above provided.

The name and address of each person who is to serve as a member of the initial Board of Directors are:

NAME	ADDRESS
Lutrena McNair	1202 E. Skipper Rd. Tampa, FL 33613
Tammy Allen	1202 E. Skipper Rd. Tampa, FL 33613

ARTICLE IX

DIRECTOR'S INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, of he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no

indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalents shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation on advance of the final disposition of any action, suit or proceeding on preliminary determination that the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he/she is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee or agent who has been successful in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, reasonable incurred by him in connection therewith, without the necessity of any independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

4. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly authorized by a majority of disinterested directors or duly authorized by a majority of the shareholders.

5. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment and in, any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

STOCK TRANSFERS

CORPORATION'S RIGHT TO FIRST REFUSAL

No share holder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof.

Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangement for the purchase of such shares, the shareholder shall have the right to dispose of this shares as he/she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his/her death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTION IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

ARTICLE XI

INCORPORATORS

The name and address of each incorporator is:

Name	Address
Lutrena McNair	1202 E. Skipper Rd. Tampa, FL 33613

IN WITNESS WHEREOF, I HAVE SET MY HANDS THIS 7th DAY OF JULY 1997.

Lutrena McNair
I HERE ACCEPT AS THE REGISTERED AGENT.
Lutrena McNair, Incorporator

FILED
97 AUG - 6 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA