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OFFICES
PURDY, JOLLY & GIUFFREDA, P.A.

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FILED
DEC - 1 AM 9:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 25, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-12/01/97--01106--006
****122.50 ****122.50

Re: All Sports Childcare, Inc.

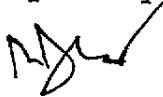
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation together with our check in the amount of \$122.50 which represents the charter tax, filing fee, registered agent fee and fee for a certified copy of the Articles.

If these meet with your approval, kindly return the certified copy of the Articles to our office.

Thank you for your cooperation.

Very truly yours,


BRUCE W. JOLLY

BWJ:sa

Enclosures

Bruce W. Jolly
AUTHORIZATION BY PHONE TO
CORRECT *Articles*
DATE *12-4-97*
DOC. EXAM. *nam*

ARTICLES OF INCORPORATION
OF
ALL SPORTS CHILDCARE, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this Corporation is ALL SPORTS CHILDCARE, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

David Maughn	3700 N.W. 119th Avenue Sunrise, Florida 33323
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Lisa Gager	9450 N.W. 46th Street Sunrise, Florida 33351
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ARTICLE VII

PRINCIPAL OFFICE

The principal address of this corporation is 3700 N.W. 119th Avenue, Sunrise, Florida 33324.

ARTICLE VIII

INCORPORATION

The name and address of the ^{incorporator} ~~person~~ signing these Articles of Incorporation is:

BRUCE W. JOLLY, ESQUIRE	1322 S.E. Third Avenue Ft. Lauderdale, Florida 33316
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ARTICLE IX

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this Corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT

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

ARTICLE XII

**INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Initial Registered Office in the State of Florida are:

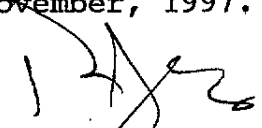
BRUCE W. JOLLY, ESQUIRE 1322 S.E. Third Avenue
Ft. Lauderdale, Florida 33316

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status, consent to act in this capacity, state that I am familiar with and accept the obligations provided for in Section 607.0501,

Florida Statutes, and agree to comply with all requirements of law pertaining thereto.

DATED this 25th day of November, 1997.



BRUCE W. JOLLY
Incorporator/Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

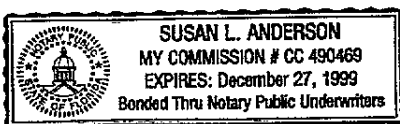
BEFORE ME, the undersigned authority, this day personally appeared BRUCE W. JOLLY, to me well known or produced identification, and known to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, said County and State, this 25th day of November, 1997.



NOTARY PUBLIC

My commission expires:



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