



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 672044 7143252

AUTHORIZATION :

Patricia Papp

COST LIMIT : \$ 122.50

ORDER DATE : January 16, 1998

ORDER TIME : 3:36 PM

ORDER NO. : 672044-005

CUSTOMER NO: 7143252

CUSTOMER: Odiator Arugu, Esq
ODIATOR ARUGU

Suite S
4592 Middlebrook Road
Orlando, FL 32811

~~920000013730-5~~

000002405770--5

DOMESTIC FILING

NAME: CHILDCARE DEVELOPMENT SYSTEMS
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:21
RECEIVED
98 JAN 20 PM 4:26
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:24

Articles of Incorporation
of
CHILDCARE DEVELOPMENT SYSTEMS INCORPORATED

ARTICLE I

Name and Duration

The name of the Corporation is Childcare Development Systems Incorporated. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 646 W. South Street, Orlando, Florida 32805..

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 646 W. South Street, in the City of Orlando, County of Orange. The name of the registered agent at such address is Lawrence A. Robinson.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Hundred and Fifty Thousand shares, which shall consist of Seventy Five Thousand shares of Voting Common Stock, \$0.01 par value per share ("Voting Stock") and Seventy Five Thousand shares of Non-voting Common Stock, \$0.01 par value per share ("Non-voting Stock"). The shareholders who hold shares of Non-voting Stock of the Corporation shall not be entitled to vote at a meeting of the shareholders with respect to any item of business of the Corporation.

2. All shares of Voting Stock and Non-voting Stock of the Corporation held by the shareholders shall have identical rights to dividend distribution and such distribution shall be ratably in proportion to the number of shares of Voting Stock and Non-voting Stock held by them respectively.

3. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the creditors, if any, the holders of shares of Voting Stock and shares of Non-voting Stock of the Corporation shall have identical rights to proceeds therefrom and shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Voting Stock and Non-voting Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Voting Stock and Non-voting Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Voting Stock and Non-voting Stock. The merger

or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this Paragraph 3.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Lawrence A. Robinson	806 W. Lake Mann Drive Orlando, Florida 32805

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Lawrence A. Robinson	806 W. Lake Mann Drive Orlando, Florida 32805

<u>Name</u>	<u>Address</u>
Dennis E. Fair	809 Mentmore Circle Deltona, Florida 32738

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE X

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 13 day
of January, 1998.

Lawrence A. Robinson
Lawrence A. Robinson
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORLANDO)

The foregoing instrument was acknowledged before me this
13th day of January, 1998, by Lawrence A. Robinson. He
is personally known to me or has produced _____
_____ as identification and did (did not) take an oath.

Jeannette Richardson
(Notary Signature)

(NOTARY SEAL)

Jeannette Richardson
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

OCA3279/incorp/articles.cdsi
01/07/98.oca



JEANNETTE RICHARDSON
MY COMMISSION # CC446167 EXPIRES
April 28, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:24

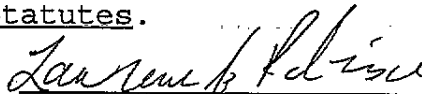
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Childcare Development Systems Incorporation desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named Lawrence A. Robinson, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.


Lawrence A. Robinson

DATED: January 15, 1998