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13426 SW 17 Terrace
COR - NORTH
Miami, FL 33175

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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Carolyn A. Batts
1-30-98

Examiner's Initials

ARTICLES OF INCORPORATION
OF
OUTSTANDING KIDS FROM MIAMI, INC.

a Florida Corporation

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in according with the laws of the State of Florida.

ARTICLE I

The name and principal address of this corporation shall be:
OUTSTANDING KIDS FROM MIAMI, INC.
13426 SW 17 Terrace, Circle North
Miami, FI 33175

ARTICLE II

Existence

This corporation shall have perpetual existence. Its existence shall commence at the time and date of filing these articles of incorporation with the Secretary of State of Florida.

ARTICLE III

Purposes

The general purpose or purposes for which this corporation is initially organized and are as follows:

- (1) To engage in business to run a day care facility and any other related activities;
- (2) To engage in any lawful enterprises, whether commercial or service oriented, calculated or designed to be profitable to this corporation;
- (3) To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform;

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- (4) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of any property;
- (5) To invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description;
- (6) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose;
- (7) To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;
- (8) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owing said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon;
- (9) To purchase, sell and transfer shares of its capital stock;
- (10) To acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder;
- (11) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the General Corporation Act of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

This Corporation is formed for the purpose as will qualify it under Subchapter S of the Internal Revenue Code.

ARTICLE IV

Capital Stock

- (1) The aggregate number of shares which this corporation shall have authority to issue is 1,000 and such shares are to consist of one class only, namely, Common Stock, and the par value of each of the shares shall be \$1.00;

(2) Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders;

(3) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election;

(4) All or any part of the Common Stock may be issued for such consideration, whether in cash, in property, or in labor or service at a fair valuation not less than the par value of the shares issued therefor, as shall be fixed by the Board of Directors. All stock when issued shall be paid for and shall be non-assessable;

(5) No shareholder of this corporation shall have any preemptive and preferential rights.

ARTICLE V

Registered Office and Agent

The initial registered office of this corporation shall be 13426 SW 17 Terrace, Circle North, Miami, Florida 33175, and the name of its initial registered agent at such address shall be Maria E. Denis.

ARTICLE VI

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the shareholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Director's Duties

A director shall perform his or her duties as a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. No additional duties or liabilities shall be implied by virtue of serving as a director.

ARTICLE VIII

Subscribers

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, each incorporator and subscriber shall have all the rights and powers of a shareholder, including, without limitation, power to elect a Board of Directors pursuant to Article IV and VI above. The Board of Directors shall be elected as soon as convenient after filing these Articles.

ARTICLE IX

Incorporators

The name and address of each incorporator is as follows:

Name	Address
Maria E. Denis	13426 SW 17 Terrace, Circle North Miami, FL 33175

ARTICLE X

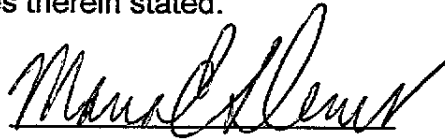
By-Laws

The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however that any by-laws or amendment thereto as assented by the Board of Directors may be altered, amended, or repealed by the vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders.

ARTICLE XI**Amendment of Articles of Incorporation**

The corporation reserves the rights 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 the shareholders herein are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

A handwritten signature in cursive script, appearing to read "Maria E. Denis", written over a horizontal line.

Maria E. Denis

STATE OF FLORIDA)

) ss.

COUNTY OF DADE)

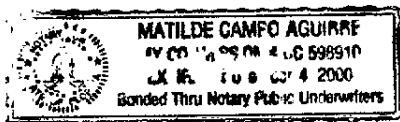
BEFORE ME, the undersigned authority, on this 26 day of January, 1998, personally appeared Maria E. Rencia, to me well known and known to me to be the person described in and who signed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:


Matilde Campo Aguirre

Notary Public, State of Florida



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated Corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.


Maria E. Denis

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