



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 736552 4378553

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 736552-005

CUSTOMER NO: 4378553

CUSTOMER: Richard C. Williams, Jr., Esq
RICHARD C. WILLIAMS, JR., P.A.

6337 Grand Boulevard

New Port Richey, FL 34652

DOMESTIC FILING

NAME: STORYBOOK SCHOOLHOUSE
PRESCHOOL, INC.

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:

700002453757--6
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****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 PM 1:49

RECEIVED
98 MAR 11 AM 11:27
DIVISION OF CORPORATIONS

OK
Per J.

ARTICLES OF INCORPORATION

OF

STORYBOOK SCHOOLHOUSE PRESCHOOL, INC.

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ARTICLE I - NAME

The name of this Corporation is Storybook Schoolhouse Preschool, Inc.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 4301 Grand Boulevard, New Port Richey, Florida 34652, and the mailing address of the Corporation is the same.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 4301 Grand Boulevard, New Port Richey, Florida 34652, and the initial registered agent of this Corporation at such office shall be Cathy S. Remmel, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as

amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

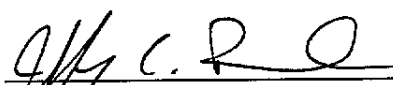
The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

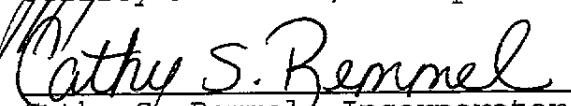
<u>Name</u>	<u>Address</u>
Jeffrey C. Rimmel	7243 Skyview Avenue New Port Richey, FL 34653
Cathy S. Rimmel	7243 Skyview Avenue New Port Richey, FL 34653

ARTICLE VIII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey C. Rimmel	7243 Skyview Avenue New Port Richey, FL 34653
Cathy S. Rimmel	7243 Skyview Avenue New Port Richey, FL 34653


Jeffrey C. Rimmel, Incorporator


Cathy S. Rimmel, Incorporator
and Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF PASCO)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared JEFFREY C. REMMEL, who is personally known to me or who has produced his Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation of Storybook Schoolhouse Preschool, Inc., and he acknowledged before me that he executed the same this 10 day of March, 1998.


Notary Public

My Commission Expires:

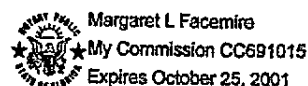


STATE OF FLORIDA)
) SS.
COUNTY OF PASCO)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pasco to take acknowledgements, personally appeared CATHY S. REMMEL, who is personally known to me or who has produced her Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation of Storybook Schoolhouse Preschool, Inc., and she acknowledged before me that she executed the same this 10 day of March, 1998.


Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Storybook Schoolhouse Preschool, Inc., at the place designated in the Articles of Incorporation, CATHY S. REMMEL agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 10, 1998.

Cathy S. Remmel
CATHY S. REMMEL

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