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The Law Offices of
Linster E. Brinkley, Jr., P.A.
2350-N 34th Street North, Suite 110
Saint Petersburg, Florida 33713
Telephone (813) 328-8100 - Telefacsimile (813) 321-1715

June 16, 1998

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

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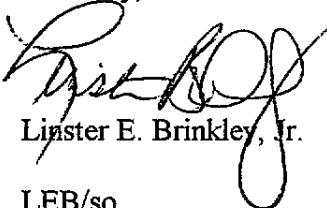
RE: Incorporation of Barrington Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Barrington Enterprises, Inc. and a check in the amount of \$122.50 to cover the associated costs.

We appreciate your assistance and look forward to receiving the certificate of incorporation.

Sincerely,


Linster E. Brinkley, Jr.
LEB/so

FILED
98 JUN 26 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 6-29-98

**ARTICLES OF INCORPORATION
OF
BARRINGTON ENTERPRISES, INC.**

98 JUN 26 PM 2:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Barrington Enterprises, Inc. and its principal office is at 1770 Biarritz Circle, Tarpon Springs, FL 34689.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to operate a children's educational/day-care facility, to develop a franchise under this format, and to perform any services or business incidental thereto. Further, the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand, all of which shall be common shares with no par value

ARTICLE FIVE

The corporation will not commence business until the issuance of certificate of incorporation, and it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office is 2350-N 34th Street, Suite 110, St. Petersburg, Florida 33713 and the name of the initial registered agent at such address is Linster Brinkley, Jr., Esq.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Alicia Padro - 1770 Biarritz Circle, Tarpon Springs, FL 34689

ARTICLE EIGHT

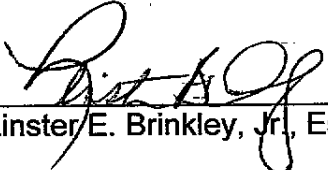
The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of the incorporator is Linster Brinkley, Jr., Esq., 2350-N 34th Street North, Suite 110, St. Petersburg, FL 33713.

ARTICLE TEN

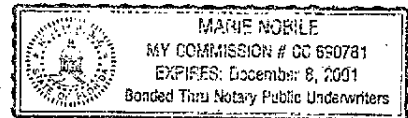
The powers of the incorporator cease upon filing the Articles of Incorporation.

Signed by: 
Linster E. Brinkley, Jr., Esq., Incorporator

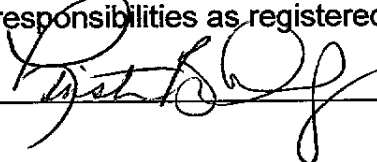
Date: 6/22/98

Sworn to and subscribed before me this 22 day of June, 1998.


Notary Public



I, Linster Brinkley, Jr., Esq., hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by:  Date: 6/22/98

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