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Bagdes & Bagdes
Attorneys at Law

508 North Grandview Ave. - Suite B
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Fabian Bagdes
Mary-Ellen Bagdes

904/258-7171
or 258-7441

July 28, 1998

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/30/98--01027--002
***122.50 ***122.50

RE: Kare Bear Child Care, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

Enclosures

FILED
98 JUL 30 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/4/98

FILED

98 JUL 30 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KARE BEAR CHILD CARE, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is KARE BEAR CHILD CARE, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide child care services for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 810 North Central Avenue, Umatilla, Florida 32784.

The mailing address of the corporation is: P. O. Box 9263, Daytona Beach, Florida 32120.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 3491 Old Deland Road, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is Richard C. Rodgers, Sr.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Richard C. Rodgers, Sr.	41936 Maggie Jones Road Paisley, FL 32767
Richard C. Rodgers, Jr.	3491 Old Deland Road Daytona Beach, FL 32114
Karry Ann Register	41702 Maggie Jones Road Paisley, FL 32767

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Richard C. Rodgers, Sr., 41936 Maggie Jones Road, Paisley, Florida 32767.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Richard C. Rodgers, Sr. President	41936 Maggie Jones Road Paisley, FL 32767
Richard C. Rodgers, Jr. Vice President	3491 Old Deland Road Daytona Beach, FL 32114
Karry Ann Register Secretary/Treasurer	41702 Maggie Jones Road Paisley, FL 32767

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 28th day of July, 1998.


Richard C. Rodgers, Sr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 28th day of July, 1998, before me, the undersigned authority, appeared RICHARD C. RODGERS, SR., who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Mary-SC Bagdes
Notary Signature



MARY ELLEN BAGDES
MY COMMISSION # CC423502 EXPIRES
November 29, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
98 JUL 30 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

Kare Bear Child Care, Inc., a corporation organizing under the laws of the State of Florida, with its principal office at 810 North Central Avenue, in the City of Umatilla, County of Lake, in the State of Florida, has named Richard C. Rodgers, Sr., who is located at 3491 Old Deland Road, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

Richard C. Rodgers, Sr.

Richard C. Rodgers, Jr.

Karry Ann Register

ADDRESS:

41936 Maggie Jones Road,
Paisley, FL 32767

3491 Old Deland Road
Daytona Beach, FL 32114

41702 Maggie Jones Road
Paisley, FL 32767

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Richard C. Rodgers, Sr.