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William C. Grimes  
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E. Glenn Grimes 1888 - 1967  
Clyde C. Goebel 1921 - 1991

Of Counsel For  
Criminal Matters:  
Neil G. Taylor\*\*  
John E. Egusquiza

\*\*Board Certified  
Criminal Trial Lawyer

August 6, 1998

Via Federal Express

Kelly Shank  
Division of Corporations  
409 East Gaines  
Tallahassee, FL 32399

Re: Myakka Early Learning Center

Dear Ms. Shank:

Per your instructions, please find a check for \$70.00 and Articles of Incorporation for the above-referenced corporation. Please file these upon receipt and return confirmation of the same to this office as soon as possible via facsimile at 941-748-0158.

Thank you for your help.

Sincerely,

*Jack M. Maag*  
Jack M. Maag  
Paralegal

JMM/  
Enc.

C:\MyFiles\Corp\CJG\Myakka\file.art.wpd\jmm\August 6, 1998

ATTENTION  
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FILED  
98 AUG -7 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QN 8-7-98

ARTICLES OF INCORPORATION  
OF  
MYAKKA EARLY LEARNING CENTER, INC.

FILED  
98 AUG -7 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation, natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Myakka Early Learning Center, Inc.  
The Principal office shall be 10540 Hamilton Way, Myakka City, Florida 34251.  
The mailing address shall be P.O. Box 175, Myakka City, Florida 34251.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 1,000 shares of common stock having a nominal or par value of \$.10 per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent at such address will be Caleb J. Grimes. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

## ARTICLE VI. INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are J. Lynn Martinez and Luis G. Martinez, whose address is 329 112th Street East, Bradenton, Florida 34202.

## ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street address is:

<u>Name</u>	<u>Address</u>
J. Lynn Martinez	329 112th Street East Bradenton, Florida 34202
Luis G. Martinez	329 112th Street East Bradenton, Florida 34202


## ARTICLE IX. OFFICERS

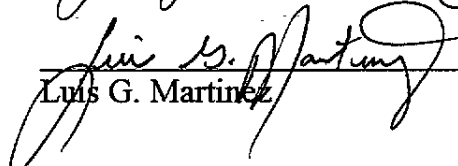
The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

## ARTICLE X. 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 law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.


IN WITNESS WHEREOF, we, the undersigned Incorporators, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and we have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

  
\_\_\_\_\_  
J. Lynn Martinez

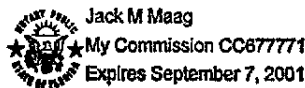
  
\_\_\_\_\_  
Luis G. Martinez

STATE OF FLORIDA     )  
COUNTY OF MANATEE )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1998 by J. Lynn Martinez, who has produced FL DL# M635-432-716090 as identification or who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA     )  
COUNTY OF MANATEE )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 1998 by Luis G. Martinez, who has produced FL DL# M635-527-71-423 as identification or who is personally known to me and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



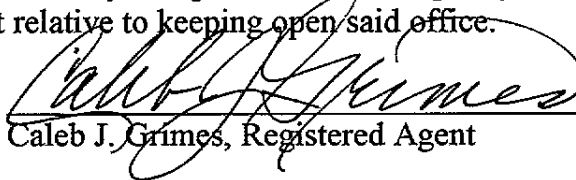
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Myakka Early Learning Center, Inc. desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 10540 Hamilton Way, Myakka City, Florida 34251, and its mailing address indicated as P.O. Box 175, Myakka City, Florida 34251, with Caleb J. Grimes as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process 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 provisions of said Act relative to keeping open said office.

  
Caleb J. Grimes, Registered Agent

DATED this the 6<sup>th</sup> day of August, 1998.

**FILED**  
98 AUG -7 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA