

P98000072731
(SAMPLE LETTER OF TRANSMITTAL)

FILED
98 AUG 20 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE

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

600002608616--8
-08/05/98--01114--011
****122.50 ****122.50

Re: Play & Learn Childcare Center, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

W. Scott Pacetti
(Individual's Name)

Play & Learn Childcare Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
328	Stiles Avenue	
Orange Park, FL 32073		
PHONE		
(904)	278-4200	
Area Code	Number	Ext.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 10, 1998

W. SCOTT PACETTI
328 STILES AVE.
ORANGE PARK, FL 32073

SUBJECT: PLAY & LEARN CHILDCARE, INC.
Ref. Number: W98000018089

We have received your document for PLAY & LEARN CHILDCARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 998A00041532

ARTICLES OF INCORPORATION

of

Play & Learn Child Care Center, Inc.
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Play & Learn Child Care Center, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
<u>328 Stiles Avenue</u>			
CITY	<u>Orange Park</u>	FLORIDA	ZIP <u>32073</u>

Mailing address, if different

STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>W. Scott Pacetti</u>		
ADDRESS	<u>328 Stiles Avenue</u>		
CITY	<u>Orange Park</u>	FLORIDA	ZIP <u>32073</u>

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

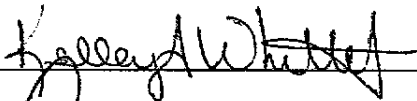

NAME	Kelly A. Whittet		
ADDRESS	328 Stiles Avenue		
CITY	Orange Park	STATE	Florida ZIP 32073
NAME	Paula J. Conklin		
ADDRESS	328 Stiles Avenue		
CITY	Orange Park	STATE	Florida ZIP 32073
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Kelly A Whittet		
ADDRESS	328 Stiles Avenue		
CITY	Orange Park	STATE	Florida ZIP 32073
NAME	Paula J. Conklin		
ADDRESS	328 Stiles Avenue		
CITY	Orange Park	STATE	Florida ZIP 32073
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this First day of August, 1998.

 (Signature)
 (Signature)
____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Play & Learn Child Care Center, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

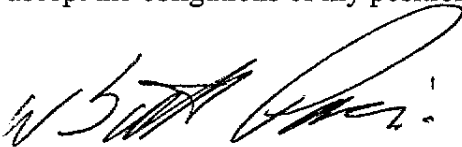
at 328 Stiles Avenue

Orange Park, FL. 32073

has named W.Scott Pacetti

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

8-1-98

(Date)