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Eckert & Smith, P.A.

www.eckertsmith.com

August 20, 1999

FILED
99 AUG 25 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

IN RE: Dissolution of Play and Learn Child Care Center, Inc.

Dear Sir/Madam:

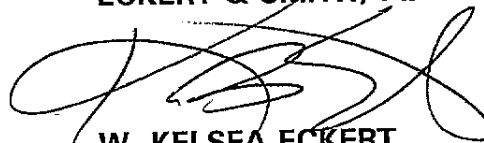
Enclosed are original and one copy of Agreement for Dissolution of Corporation, along with a check for \$35.00. Please dissolve this corporation and return a copy of the documents to us.

800002969638--4
-08/25/99--01057--003
*****35.00 *****35.00

Thank you for your assistance.

Very truly yours,

ECKERT & SMITH, P.A.


W. KELSEA ECKERT

WKE/kwh

Enclosures

Uoldis

V. SHEPARD SEP 2 1999

**ARTICLES OF DISSOLUTION
OF
PLAY AND LEARN CHILD CARE CENTER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Kelley Whittet and Paula Conklin, sole shareholders and directors of Play and Learn Child Care Center, Inc., a Florida corporation (the "Corporation"), do hereby certify as follows:

I.

The name of the Corporation is Play and Learn Child Care Center, Inc.

II.

Dissolution of the Corporation was authorized by the unanimous Written Consent to Corporation Action of all of the Shareholders and Members of the Board of Directors of the Corporation, to Liquidate Corporation as of October 15, 1998, a true and correct copy of which is attached hereto as Exhibit "A" and by this reference is made a part hereof.

III.

Dissolution of the Corporation shall be effective as of the 15th day of October, 1998.

IN WITNESS WHEREOF, the undersigned Shareholders and Directors of Play and Learn Child Care Center, Inc., have set our hands hereto this 25th day of November, 1998.

Kelley Whittet
Kelley Whittet, Shareholder and Director

Paula Conklin
Paula Conklin, Shareholder and Director

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 25th day of November, 1998, by Kelley Whittet, as Shareholder and Director of Play and Learn Child Care Center, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did not take an oath.

Vera K. Fink
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF DUVAL



VERA K. FINK
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires May 15, 2002
Commission No. CC382934

The foregoing instrument was acknowledged before me this _____ day of November, 1998, by Paula Conklin, as Shareholder and Director of Play and Learn Child Care Center, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did not take an oath.

Koko Head
Notary Public, State of Florida



Koko Head
MY COMMISSION # CC698369 EXPIRES
January 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Exhibit np

**WRITTEN CONSENT TO CORPORATE ACTION OF ALL OF THE SHAREHOLDERS
AND DIRECTORS OF PLAY AND LEARN CHILD CARE CENTER, INC. TO DISSOLUTION**

The undersigned, constituting all of the shareholder and directors of Play and Learn Child Care Center, Inc., a Florida corporation (the "Corporation"), hereby consent to the adoption of the following resolutions and the actions represented or authorized by such resolutions, in the capacities as stated above, all pursuant to Sections 607.0704, 607.0821, and 607.1403 of the Florida Statutes (1997), without the necessity of a formal meeting:

WHEREAS, the Shareholders and Board of Directors of the Corporation believe it to be in the best interests of the Corporation that the Corporation be liquidated and dissolved.

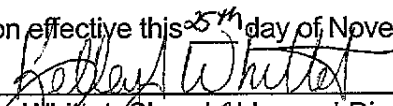
NOW, THEREFORE, BE IT RESOLVED that the Corporation shall be liquidated and dissolved as of October 15, 1998, pursuant to the following plan of liquidation and dissolution; and

FURTHER RESOLVED that the following plan of liquidation and dissolution of the Corporation be, and hereby is, adopted:

1. The Shareholders are authorized and directed to wind up the affairs of the Corporation by collecting its assets and paying or providing for its liabilities; and
2. The Shareholders are directed to dispose of the Corporation's assets in accordance with the Articles of Incorporation, Bylaws and the requirements of Florida Statutes (1997).

FURTHER RESOLVED that the Shareholders are authorized to do or cause to be done all other acts and things, including executing all necessary papers, documents, forms and other instruments, and making and filing all reports, statements, returns and other documents as required by any contract, with this plan of liquidation and dissolution, as they may deem necessary and proper in order to carry out an accomplish the complete liquidation and dissolution of the Corporation under the laws of the State of Florida, including but not limited to Sections 607.1402, 607.1403 and 607.1405 of the Florida Statutes (1997).

IN WITNESS WHEREOF, the undersigned, constituting all of the Shareholders and Directors have executed this Written Consent to Corporation Action effective this ^{5th} day of November, 1998.


Kelley Whittet, Shareholder and Director


Paula Conklin, Shareholder and Director

Exhibit

"A"