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PLEASE REPLY TO: Port St. Lucie

September 9, 1998

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

RE: FAQS, Inc.
Our File No.: 980405

800002644828-4
-09/21/98-01105-001
***122.50 ***122.50

Dear Sir/Madam:

Enclosed are two (2) original Articles of Incorporation for the above-named corporation along with our check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$122.50

Please file one original of the Articles of Incorporation with your office and certify the remaining original and return it to our office.

Thank you in advance for your assistance with this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Lynn D. Solomon

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 SEP 21 AM 10:53
G. Purinton SEP 23 1998

ARTICLES OF INCORPORATION
OF
FAQS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 10:53

The undersigned natural person, acting as Incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be FAQS, Inc. The principal office of this Corporation shall be 9611 Carissa Circle, West Palm Beach, Florida 33406. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To operate a daycare center and do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III
Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at one dollar (\$1.00) par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV
Duration

The Corporation shall have perpetual existence.

V
Registered Agent

The address of this Corporation's initial registered office is 145 N.W. Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986 and the name of its initial Registered Agent at said address is Lynn D. Solomon.

VI
Incorporator

The names and addresses of the Incorporator is as follows:

Hamid Faquir
6911 Carissa Circle
West Palm Beach, FL 33406

VII
Board of Directors

The Corporation shall have an initial Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The name and address of the initial Director of this Corporation is:

Hamid Faquir
6911 Carissa Circle
West Palm Beach, FL 33406

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


X
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI
Bylaws

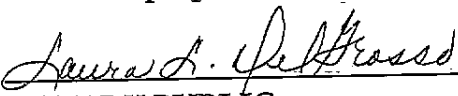
The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

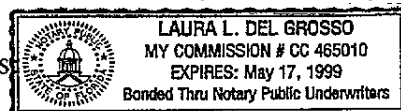
In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 14 day of September, 1998.

By: 
HAMID FAQUIR

State of Florida
County of Palm Beach

The Foregoing Instrument was acknowledged before me this 14th day of September, 1998, by HAMID FAQUIR who, after producing Florida Driver's License # F260-320-42-289-0, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

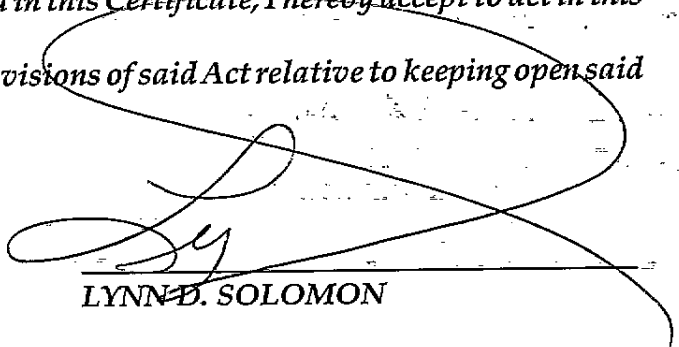

NOTARY PUBLIC
State of Florida
My commission expires



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

That FAQS, Inc., a Corporation for Profit, has named LYNN D. SOLOMON, 145 N.W. Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986, as its agent to accept service of process within this state. Having been named to accept service of process for the above 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.



LYNN D. SOLOMON

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 10:53