

P980000 83564

CHARLOTTE ACREE
4748 BARLEY ST
ORLANDO, FL 32811

AUGUST 26, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

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-09/28/98--01084--003
*****70.00 *****70.00

DEAR SIRs:

ENCLOSED, PLEASE FIND SEVENTY DOLLARS (\$70) TO COVER
COSTS AND HANDLING OF INCORPORATION OF:

ACREE LOVING CARE LEARNING^N CENTER INC.

THANK YOU,

Charlotte Acree
CHARLOTTE ACREE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 1:56

B. BROCK SEP 28 1998

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

ACREE LOVING CARE LEARNING CENTER INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**4748 BARLEY ST
ORLANDO, FL 32811
(407) 426-8705**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

NAME	OFFICE	ADDRESS
CHARLOTTE ACREE	President	4748 BARLEY ST ORLANDO, FL 32811

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	SHARES
CHARLOTTE ACREE	4748 BARLEY ST ORLANDO, FL 32811	1000

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**CHARLOTTE ACREE
4748 BARLEY ST
ORLANDO, FL 32811**

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA THIS 26TH DAY OF
AUGUST 1998.

State of Florida / County of Orange
The foregoing instrument was acknowledged before me this
8/26/98 by Charlotte Acree
who is personally known to me or who has produced
A 260-100-31-664-0 as identification and
who did(did not) take an oath.

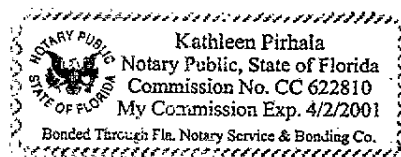
Charlotte Acree
CHARLOTTE ACREE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
CHARLOTTE ACREE
KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE
ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL, IN THE STATE AND COUNTY AFORESAID THIS 26TH
DAY OF AUGUST 1998.

Kathleen Pirhala
NOTARY



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 1:56

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

ACREE LOVING CARE LEARNING CENTER INC.

HAVING BEEN ORGANIZED UNDER :

THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:

**4748 BARLEY ST
ORLANDO, FL 32811**

IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED:

CHARLOTTE ACREE

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

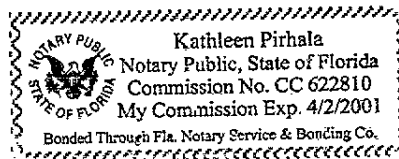
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

Charlotte Acree

**REGISTERED AGENT
CHARLOTTE ACREE**

Kathleen Pirhala

NOTARY



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98 SEP 28 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA