

P98000094272

1401 23rd Street
Niceville, FL 32578

October 29, 1998

800002680518--3
-11/04/98--01081--005
*****70.00 *****70.00

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

Gentlemen:

Please find enclosed the duplicate original Articles of Incorporation for DUN-DAMENTALS USA II, INC, a Florida Corporation. The effective date of this Corporation shall be November 1, 1998. A check for \$ 70.00 is presented for State charges for processing.

Please return duplicate copy with Certificate of Incorporation to FUN-DAMENTALS USA II, INC - 1401 23RD STREET, NICEVILLE, FL 32578.

Thank you for your assistance in forming this corporation.

Sincerely,

Cynthia Parker

98 NOV - 4 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OB
11-6-98
8

ARTICLES OF INCORPORATION
OF
FUN-DAMENTALS USA II, INC

(A Florida Corporation for Profit)

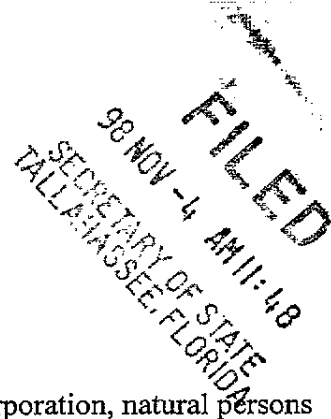
We, the undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:
FUN-DAMENTALS USA II, INC

ARTICLE II- NATURE OF BUSINESS

- a.) The general nature of the business to be transacted by this Corporation shall be to engage in every aspect and phase of Children Day Care ,and Related Services.
- b.) To conduct business in, have one or more offices or outlets in, and to buy, hold, mortgage, sell, convey, lease, rent or otherwise dispose of or acquire real and/or personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other States and Countries.
- c.) To purchase the Corporate assets of any other Corporation and engage in the same or other character of business.
- d.) To contract debts and borrow money, issue and sell or pledge bonds, debenture notes and other evidences of indebtedness, and to execute mortgages, transfers of Corporate property or other instruments to secure the payment of Corporate indebtedness as required.
- e.) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or bonds, securities or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other State of Government, and while owner of such stock to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.



f.) To do all other acts necessary to carry out the purposes of the Corporation not enumerated above which are not violations of the laws of the State of Florida or any other State or Country in which the Corporation may operate.

g.) To own and operate and maintain any and all other businesses which may grow out of or be germane with the business of this Corporation.

h.) With the exception that the Corporation is not to conduct a Banking, Safe Deposit, Trust, Insurance, Surety, Express Railroad, Canal, Telephone, Telegraphy or Cemetery Company, a Building and Loan Association, Fraternal Benefit Society, State Fair or Exposition.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and to have outstanding at one time is:

ONE THOUSAND (1000) SHARES OF COMMON STOCK HAVING A
PAR VALUE OF ONE AND NO/100 (\$1.00) DOLLAR PER SHARE

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin or commence business shall be FIVE HUNDRED AND NO/100 (\$ 500.00) DOLLARS .

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI - NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the Registered Agent and Agent for Service of Process of this Corporation shall be:

EMMETT D. HARPER, 53 EGLIN STREET, FORT WALTON BEACH, FL
32547.

ARTICLE VII - INITIAL ADDRESS OF CORPORATION

The initial address of this Corporation shall be: 1401 23rd Street, Niceville, FL 32578.

ARTICLE VIII - SUBSCRIBERS, OFFICERS, DIRECTORS AND SHARES

The initial Officers, Directors and Subscribers to this Corporation and the number of shares of the Capital Stock suscribed by each follows:

CYNTHIA PARKER, 1726 N. PEARL STREET, CRESTVIEW, FL 32536-500 SH,
Pres/Dir.

ROGER S. HOUSEWORTH, 5 CALLE RIO, MARY ESTHER, FL 32569,- Sec/Dir.

The above named first Officers and Directors of this Corporation shall hold office until the first Annual Meeting of this Corporation, or until their successors shall have taken office and been qualified. The Annual Meeting of this Corporation shall be held on November 1st, of each and every year commencing November 1st, 1999 and November 1st of each and every year thereafter unless said date shall fall on a Sunday, in which case the Annual Meeting shall be held on November 2nd of such year. The Annual Meeting shall be held at the Corporate Domicile unless otherwise directed by the Directors of this Corporation, in writing to each Stockholder no less than on or before October 1st each year.

The Corporate Powers of this Corporation shall be vested in and exercised by a Board of Directors, composed of a minimum of ONE (1) person and a maximum of FIVE (5) persons, not necessarily Stockholders of this Corporation, who shall constitute a Quorum, for the purpose of transacting business of the Corporation. The Directors of this Corporation may vote in person or by written proxy at any of the meetings of the Board of Directors. Each Stockholder shall be entitled in person or by written proxy, to one vote for each share of stock owned by him/her for which he/she holds proxy, at any special, General or Annual Meeting of this Corporation. Elections of Directors shall be held under such rules and regulations as may from time to time be prescribed by the Board of Directors.

The Directors, when elected, shall hold office for one year, or until their successors shall have been elected and qualified, but failure to hold the Annual Meeting of the Stockholders, or to elect the Directors annually shall not operate the forfeiture of this Charter and any of the rights hereunder. Any vacancy occurring in the **Board of Directors may be filled by majority vote of the remaining Directors for the period remaining in the unexpired vacated term.**

Immediately after their election each year, the Director(s) shall meet and elect a President, Secretary and such other Officers as may be deemed necessary by the Board of Directors for the proper functioning of the Corporation from time to time. Said officers do not have to be Stockholders or Directors of the Corporation.

The Board of Directors shall have full power and authority to fix the value and appraise the property transferred to, or labor and work done for, this Corporation in consideration for issuance by the Corporation or an equivalent amount of its Capital Stock therefore. Such appraisal and fixation for value by the Board of Directors shall be final and conclusive, and all Stock of this Corporation issued in consideration for the transfer of said property to, or work done for, the Corporation, at the value fixed therefore by the Board of Directors, shall be fully paid and non assessable.

Except, as herein otherwise provided, this Charter or Act of Incorporation may be changed, modified, altered or amended, by and with the consent of two-thirds (2/3) of all Outstanding Stock, at any meeting, general or special, called for that purpose subject only to the limitation as may be provided herein. This Corporation shall have the right to increase or decrease its Capital Stock in accordance with law.

The Board of Directors of this Corporation shall have the authority to make and alter By-Laws, including the right to make and alter By-Laws fixing the qualifications of the members of the Board of Directors, their classifications and number, and fixing or increasing or decreasing their compensation, subject to the power of the Stockholders to change or repeal the By-Laws so made.

The Director(s) of the Corporation shall have the power to design and designate the design and type of certificates to be issued for the stock in this Corporation, all of the said Stock to require the Signatures of the President and Secretary and the Seal of the Corporation.

The Director(s) of the Corporation shall have the power to make and use a Corporate Seal, and to alter and/or break same at pleasure.

The Directors of this Corporation shall further have the full power and authority to hire and fire and set the compensation of all employees of the Corporation, including their own.

The Directors of this Corporation shall have the full power and authority to manage and run affairs of the Corporation, be they one or several, or at their discretion, to appoint a General Manager to manage and run the affairs of the Corporation, and the further power and authority to set his/her salary and income from the Corporation.

ARTICLE IX - TRANSFERRING OF STOCK AND LIABILITY

The Corporate Stock of this Corporation shall be fully paid, nonassessable and fully negotiable and shall be on such form or certificate as may be approved by the Board of Directors from time to time.

The Corporation shall not be responsible for the transfer of any shares of stock or stock certificates representing stock in this Corporation unless same have been transferred and the transfer recorded on the books of the Corporation. Dividends shall be paid to the owner of record of shares on the books of the Corporation on the date the dividend is declared and any dividend so paid shall release the Corporation of any future liability for the payment said dividend. It shall be the responsibility of the holders of the Stock in this Corporation to see that any transfers, selling or acquiring, of stock in the Corporation are properly recorded on the books of the Corporation.

No Stockholder of this Corporation shall be liable or responsible for any acts, liabilities, contracts, debts or faults of this Corporation or any of its Stockholders, nor shall mere informality in its organization have the effect of rendering this Charter null or exposing a Stockholder to any liability, nor shall any informality or irregularity in organization have the effect of rendering any Stockholder liable as a partner. Further, this Corporation shall indemnify and hold harmless any Officer, Director and/or General Manager, in the defense of any legal action, criminal or civil, or any judgment resulting therefrom, as a result of activities on behalf of this Corporation.

ARTICLE X - WASTING ASSETS

If at any time this Corporation should own Wasting Assets intended for sale in the ordinary course of business, or shall own property having a limited life, it may pay dividends from the net profits arising from such assets, without deduction for depreciation or depletion of assets thereby sustained.

ARTICLE XI - DISSOLUTION

In case of Dissolution or termination of this Charter, or act of Incorporation, by limitation or otherwise, the affairs of this Corporation shall be liquidated by one or more liquidators elected by the Stockholders, who may provide the number of such liquidators, and may vest them with such power and authority as may by law be permitted and who shall also fix the terms and conditions upon which they shall serve, as well as their compensation, and who may further provide that in case of the disability of any of the said liquidators, if there be two or more, the remaining liquidators may fill the vacancy or may continue to act on behalf of the Corporation with the vacancy remaining unfilled. We, the undersigned, being the original subscribers to the Capital Stock hereinabove named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts these Articles contain are true, that we respectively agreed to take the number of Shares of Stock hereinabove set forth, and that the effective date of this Corporation shall be November 1, 1998.

THUS SUBSCRIBED TO on the _____ day of _____, 1998
in Okaloosa County, Florida, in quadruplicate original, after a reading of the whole.

IN WITNESS WHEREOF WE HAVE HEREUNTO SET OUR HANDS AND SEALS.

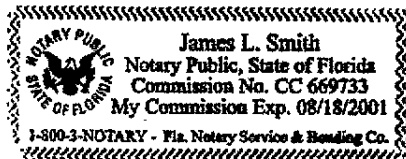
Cynthia A. Parker
Roger Houseworth

STATE OF

COUNTY OF
OKALOOSA

BE IT KNOWN that on this date, before me, a Notary Public duly qualified, authorized and empowered to administer oaths in this County and State, personally came and appeared: Cynthia Parker, 1726 N. Pearl Street, Crestview, FL 32536 and Roger S. Houseworth, 5 Calle Rio, Mary Esther, FL 32569.

ALL to me known, who acknowledged to me that they executed the foregoing Articles of Incorporation voluntarily, without coercion, that they are the subscribers to said Articles of Incorporation and that the Officers and Directors are as set forth therein and that the required amount of money has been paid into the Corporation prior to the issuance of Stock therein and the commencement of business thereof and that the date for the commencement of business of the Corporation shall be November 1, 1998.



James L. Smith
Notary Public
My Commission Expires:

SECRETARY OF STATE

State of Florida

The Capitol

Tallahassee, Florida 32304

98 NOV -4 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

In compliance with Chapter 607.037 , Florida Statutes, the following is submitted:

First - That FUN-DAMENTALS USA II, INC

With its Principal Place of Business at: 1401 23rd Street, Niceville,
State of Florida, has named EMMETT D. HARPER, (Registered Agent)
Located at

53 Eglin Street, Fort Walton Beach, FL 32547.

The Board of Directors have authorized the above.

Cynthia Parker
President
10/30/98
Date

Emmett D. Harper
Registered Agent
10/30/98
Date