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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-11/06/98--01051--005

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROGRESSIVE DAY CARE III CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 NOV -6 AM 11:03  
DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
98 NOV -6 PM 12:40  
FILED

Examiner's Initials

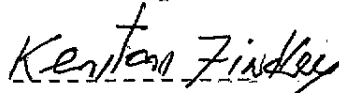
November 05, 1998

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

Gentlemen or Lady:

Please register and return the attached article of  
incorporation for PROGRESSIVE DAY CARE III CORP.  
A check is enclosed.

Sincerely;



KENTON FINDLEY  
Incorporator

Reply to: KENTON FINDLEY  
1270 N.W. 178 TERRACE  
Miami, Fl. 33169  
(305) 694-1244

98 NOV - 6 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

CERTIFICATE OF INCORPORATION  
OF

PROGRESSIVE DAY CARE III CORP.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, right, privileges and immunities of a profit corporation.

ARTICLE I - NAME

The name of the corporation shall be:

PROGRESSIVE DAY CARE III CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9501 N.W. 27 Ave.  
Miami, Fl. 33147

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Dollar (\$ 1.00) par value common stock

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as many be done without issuance of fractional share) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Kenton Findley  
1270 N.W. 178 Terrace  
Miami, Fl. 33169

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two 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 initial directors of this corporation are:

Kenton Findley  
President

Ivy Mclean  
Secretary/Tresury

#### Article VIII - INCORPORATOR

The name and street of the incorporator to these article is:

Kenton Findley  
1270 N.W. 178 Terr.  
Miami, Fl. 33169

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officers or directors to the extent permitted by law.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 05th. day of November 1998

CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED;

That PROGRESSIVE DAY CARE III CORP. is desiring to organize under the laws of the state of Florida has appointed Kenton Findley of 1270 N.W. 178 terr. Miami, Fl. 33169 as its registered agent to accept service of process within the state.

TITLE

PRESIDENT

DATE

NOV/05/98

ACKNOWLEDGMENT;

Having been named by the first Board of Directors of PROGRESSIVE DAY CARE III CORP. accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 05th. day of November 1998.

Kenton Findley

Kenton Findley  
Register Agent.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

98 NOV -6 PM 12:40

FILED