Division of Corporations

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Florida Department of State

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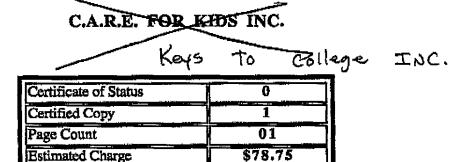
From:

: ACE INDUSTRIES, INC. Account Name

Account Number : 070744001530 Phone : (305)358-2571

: (305)358-7832 Fax Number

FLORIDA PROFIT CORPORATION OR P.A.



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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 21, 1998

ACE INDUSTRIES, INC.

SUBJECT: C.A.R.E. FOR KIDS INC.

REF: W98000028490

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THE CONFLICT IS CARING FOR KIDS, INC., DOCUMENT NUMBER G48377.

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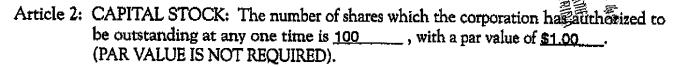
Michelle Milligan Document Specialist FAX Aud. #: H98000023750 Letter Number: 398A00059790 H98- 23750

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: KEYS TO COLLEGE INC.

Address of Corporation: 910 LOBSTER LANE

KEY LARGO, FL 33037



Article 3: REGISTERED AGENT: KIMBERLY W. DUNCAN

REGISTERED OFFICE: 910 LOBSTER LANE

KEY LARGO, FL 33037

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

<u>12 / 21 / 98</u> Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

1. KIMBERLY W. DUNCAN, 910 LOBSTER LANE, KEY LARGO, FL 33037

2.

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

KIMBERLY W. DUNCAN

910 LOBSTER LANE

KEY LARGO, FL 33037

In witness whereof, I have subscribed my name:

Kimberly W)
Signature of Incorporator

H98- 23750

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miaml, FL 33136, (305) 358-2571