

ROLAND D. FALCO  
FINANCIAL ACCOUNTING ASSOCIATES  
THE CENTRE AT PALM & STIRLING  
SUITE 211  
COOPER CITY, FLORIDA 33024  
(954) 430-0422

DECEMBER 15, 1998

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-12/28/98--01046--008  
\*\*\*\*122.50 \*\*\*\*78.7

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: LORRIS HOME DAY CARE, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF  
INCORPORATION, TOGETHER WITH A CHECK IN THE AMOUNT OF \$ 122.50.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF  
ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION  
FOR THE ABOVE NAMED CORPORATION.

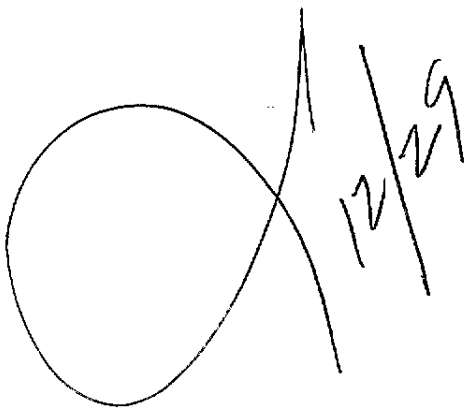
VERY TRULY YOURS,

  
ROLAND D. FALCO  
INCORPORATOR

MAILING ADDRESS OF CORPORATION:

ROLAND D. FALCO  
FINANCIAL ACCOUNTING ASSOCIATES  
THE CENTRE AT PALM & STIRLING  
9900 STIRLING ROAD, SUITE 211  
COOPER CITY, FL. 33024

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TALLAHASSEE FLORIDA



LORRIS HOME DAY CARE, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATIONS ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE - CORPORATE NAME

THE CORPORATE NAME IS LORRIS HOME DAY CARE , INC.

ARTICLE TWO - DURATION

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE THREE - PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATIONS ACT.

ARTICLE FOUR - CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 7,500 ALL OF WHICH SHALL BE COMMON SHARES WITH A PAR VALUE OF ONE DOLLAR.

ARTICLE FIVE - REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1330 NW 15th TERRACE, BROWARD COUNTY, FT. LAUDERDALE, FLORIDA 33311, AND THE NAME OF THE REGISTERED AGENT IS LORRIS WOODS.

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LORRIS HOME DAY CARE, INC.

ARTICLES OF INCORPORATION

ARTICLE SIX - DIRECTOR(S)

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF A MINIMUM OF ONE DIRECTOR AND A MAXIMUM OF SIX DIRECTORS. INITIALLY THERE SHALL BE THREE DIRECTORS:

LORRIS WOODS  
PRESIDENT  
1330 NW 15th TERR.  
FT. LAUDERDALE, FL  
33311  
(954) 768-0677

DAVID WOODS  
VICE PRESIDENT  
1330 NW 15th TERR.  
FT. LAUDERDALE, FL  
33311  
(954) 768-0677

LACRESHA SHAW  
SECRETARY  
1330 NW 15th TERR.  
FT. LAUDERDALE, FL  
33311  
(954) 768-0677

ARTICLE SEVEN - OFFICER(S)

THE CORPORATION SHALL HAVE, INITIALLY, THREE OFFICERS:

LORRIS WOODS  
PRESIDENT  
1330 NW 15th TERR.  
FT. LAUDERDALE, FL  
33311  
(954) 768-0677

DAVID WOODS  
VICE PRESIDENT  
1330 NW 15th TERR.  
FT. LAUDERDALE, FL  
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LACRESHA SHAW  
SECRETARY  
1330 NW 15th TERR.  
FT. LAUDERDALE, FL  
33311  
(954) 768-0677

LORRIS HOME DAY CARE, INC.

ARTICLE EIGHT - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

ROLAND D. FALCO  
FINANCIAL ACCOUNTING ASSOCIATES  
THE CENTRE AT PALM & STIRLING  
9900 STIRLING ROAD, SUITE 211  
COOPER CITY, FL. 33024  
(954) 430-0422

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TALLAHASSEE FLORIDA

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IN WITNESS WHEREOF, I HAVE SUBSCRIBED MY NAME THIS 15th DAY OF  
DECEMBER, 1998.

*Roland D. Falco*

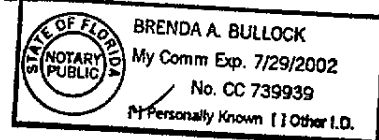
ROLAND D. FALCO, INCORPORATOR  
STATE OF FLORIDA  
COUNTY OF BROWARD

ON THIS 15th DAY OF DECEMBER, 1998 BEFORE ME PERSONALLY APPEARED  
ROLAND D. FALCO, KNOWN TO BE THE PERSON WHOSE NAME IS SUBSCRIBED  
TO THE WITHIN INSTRUMENT, AND ACKNOWLEDGED THAT HE HAS EXECUTED  
THE SAME FOR THE PURPOSES THEREIN CONTAINED.

IN WITNESS WHEREOF, I HEREUNTO SET MY HAND AND OFFICIAL SEAL.

DATE: 12-15-98

*Brenda A. Bullock*  
NOTARY PUBLIC



LORRIS HOME DAY CARE, INC.


CERTIFICATE OF REGISTERED AGENT

PURSUANT TO 48.091 OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT; THAT LORRIS HOME DAY CARE, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1330 NW 15th TERR., BROWARD COUNTY, FT. LAUDERDALE, FL 33311, NAMED LORRIS WOODS, LOCATED AT 1330 NW 15th TERR., BROWARD COUNTY, FT. LAUDERDALE, FL 33311 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE PROVISIONS OF SAID STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THIS 15th DAY OF DECEMBER, 1998.

  
LORRIS WOODS,  
REGISTERED AGENT

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TALLAHASSEE FLORIDA

LORRIS HOME DAY CARE, INC.

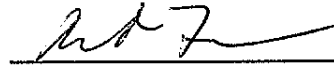
ASSIGNMENT OF ARTICLES OF INCORPORATION

OF

LORRIS HOME DAY CARE, INC.

I, ROLAND D. FALCO, HEREBY ASSIGN TO LORRIS WOODS ALL OF MY RIGHTS, TITLE AND INTERESTS AS INCORPORATOR AND SUBSCRIBER TO THE ARTICLES OF INCORPORATION AND THE CAPITAL STOCK THEREOF OF LORRIS HOME DAY CARE, INC. A CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA.

EXECUTED THIS 15th DAY OF DECEMBER, 1998.



ROLAND D. FALCO,  
INCORPORATOR

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TALLAHASSEE FLORIDA