

Hughes Hubbard & Reed LLP

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Miami, Florida 33131-4332
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March 25, 1999

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400002822024--8
-03/29/99-01110-013
****122.50 *****78.75

Re: Guardian Angels Childcare, Inc.

Dear Sirs:


Enclosed is an original and a copy of the Articles of Incorporation, of the above referenced corporation, for filing with the Florida Department of State. Also, enclosed is a check for \$122.50, which amount represents payment of the following:

1. Filing fee	\$ 35.00
2. Registered agent fee	35.00
3. Certified copy of articles	52.50
	<u>\$122.50</u>

Please return a certified copy of the Articles of Incorporation to my attention, in the self-addressed envelope provided, as soon as they have been filed.

Thank you for your assistance in this matter.

Very truly yours,


Kolleen O.P. Cobb

Enclosure

FILED
99 MAR 29 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

One Battery Park Plaza
New York, NY
10004-1482
212-837-6000

47, Avenue Georges Mandel
75116 Paris, France
(33) (1) 44.05.80.00

1775 I Street, N.W.
Washington, D.C.
20006-2401
202-721-4600

350 South Grand Avenue
Los Angeles, CA
90071-3442
213-613-2800



**ARTICLES OF INCORPORATION
OF
GUARDIAN ANGELS CHILDCARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is Guardian Angels Childcare, Inc. The mailing address of this corporation's initial principal office is 770 SW 12th Avenue, Pompano Beach, Florida 33069.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock of the Corporation shall be 10,000 shares of common stock, each at \$0.01 par value.

ARTICLE IV

INITIAL REGISTERED OFFICE & AGENT

The location of the corporation's principal place of business required to be maintained by the corporation pursuant to Section 607.0501 of the Florida Statutes is 770 SW 12th Avenue, Pompano Beach, Florida 33069, and the name of the registered agent of this corporation at that address is Martha Hale.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws.

The initial director of this corporation and his address is Martha Hale, 770 SW 12th Avenue, Pompano Beach, Florida 33069.

ARTICLE VII

OFFICERS

The name and position of the initial officers of this corporation are as set forth below and such person shall hold such offices until his successor is elected by the Board of Directors:

<u>Name</u>	<u>Position</u>
Martha Hale	President/Treasurer/Secretary

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is Martha Hale, 770 SW 12th Avenue, Pompano Beach, Florida 33069.

ARTICLE IX

INDEMNIFICATION

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

ARTICLE X

BYLAWS

The Board of Directors shall adopt Bylaws for the corporation. The Bylaws may be altered, amended or repealed by the Board of Directors or the shareholders in any manner permitted by the Bylaws.

ARTICLE XI

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has executed these Articles of Incorporation this 25th day of March, 1999.



Martha Hale, Incorporator

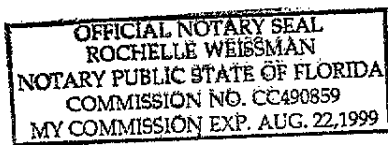
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 25th day of March, 1999, by Martha Hale. She is personally known to me or produced a valid Florida driver's license as identification.

Witness my hand and seal in the County and State named above this 25th day of March, 1999.



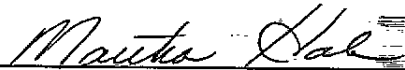
Notary Public, State of Florida



ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Guardian Angels Childcare, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

This acceptance is dated the 25th day of March, 1999.



Martha Hale, Registered Agent

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TALLAHASSEE FLORIDA