

MARC A. TENNEY

ATTORNEY AT LAW

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St. Petersburg, Florida 33710

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May 3, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-05/07/99--01069--009
****122.50 *****78.75

In re: INCORPORATION OF FIRST STEP CHILDREN'S CENTER II, INC.

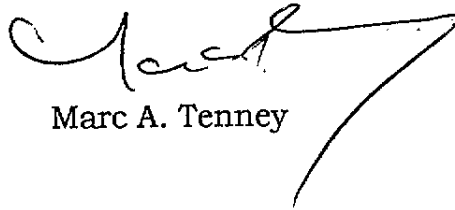
Dear Sir:

Enclosed please find original and one copy of ARTICLES OF INCORPORATION and CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT, along with a check in the amount of \$122.50 for the appropriate filing fee regarding the above styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the ARTICLES OF INCORPORATION to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Marc A. Tenney

MAT/pmf

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -7 PM 3:51

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T. SMITH MAY 11 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST STEP CHILDREN'S CENTER II, INC.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: **FIRST STEP CHILDREN'S CENTER II, INC..**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 6688 - 1ST Avenue South, St. Petersburg FL 33707 and the name of the initial registered agent at such address is MICHAEL D. RONCARTI.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding incorporation:

FIRST STEP CHILDREN'S CENTER II, INC., a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 6688 - 1ST Avenue South, St. Petersburg, FL 33707 has named MICHAEL D. RONCARTI as its agent to accept service of process within this State.

OFFICERS:

MICHAEL D. RONCARTI

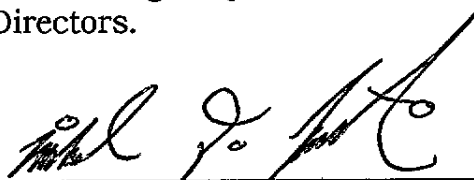
President
6688 - 1st Avenue South
St. Petersburg, FL 33707

BETH A. RONCARTI

Secretary/Treasurer
6688 - 1st Avenue South
St. Petersburg, FL 33707

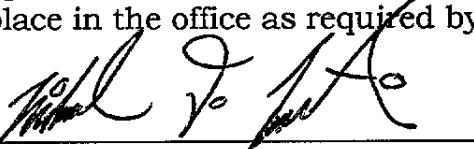
DIRECTORS:

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.


MICHAEL D. RONCARTI,
Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


MICHAEL D. RONCARTI, Res. Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporator(s) are:

NAME

ADDRESS

MICHAEL D. RONCARTI

6688 - 1st Avenue South
St. Petersburg, FL 33707

IN WITNESS WHEREOF, I have hereunto subscribed my name this
5 day of MAY, 1999.



MICHAEL D. RONCARTI,
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 5 day of May, 1999, before me, personally appeared MICHAEL D. RONCARTI, who has provided FLDL for identification, and has acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date mentioned above.


NOTARY PUBLIC



Priscilla M. Foley
MY COMMISSION # CC786128 EXPIRES
December 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.