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AZALEA T. MEDINA

3130 Lambath Road
Orlando, Florida 32818
(407) 293-3745

FILED
1999 JUN 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 11, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**SUBJECT: Articles of Incorporation
Morning Star Infant & Child Learning Center, Inc.**

Dear Sir/Madam:

Enclosed hereto please find an original and one (1) copy of the articles of incorporation of Morning Star Infant & Child Learning Center, Inc., and a check payable to the Department of State in the amount of ~~\$131.25~~ ^{70.00} for the following fees:

Filing Fee	\$35.00
Designation of Resident Agent	\$35.00
Total	\$ 70.00

FROM: Azalea T. Medina


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-06/18/99--01060--001
*****70.00 *****70.00

ADDRESS: 3130 Lambath Road, Orlando, Florida 32818

TEL. (407) 293-3745

Thank you for your assistance in this matter and should you have any questions do not hesitate to contact me.

Very truly yours,


Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MORNING STAR INFANT
& CHILD LEARNING CENTER, INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of the corporation is Morning Star Infant & Child Learning Center, Inc., and principal place of business shall be located at 3130 Lambath Road, Orlando, Florida 32818.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at Ten Dollars (\$10.00) par value, which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of this corporation are Julio R. Carrion, Esq., 517 West Colonial Drive, Orlando, Florida 32802.

ARTICLE VI - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until their successors shall be elected/appointed from time to time by the Bylaws. The name and address of the initial director are as follows:

<u>Name</u>	<u>Address</u>
Azalea T. Medina	3130 Lambath Road Orlando, Florida 32818

ARTICLE VII - OFFICERS

The name and address of officers of the corporation shall be appointed by the Board of Directors in accordance with the Bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Azalea T. Medina	3130 Lambath Road Orlando, Florida 32818

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law. No Officer or Director shall be liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided in Section 607.0831, Florida Statutes.

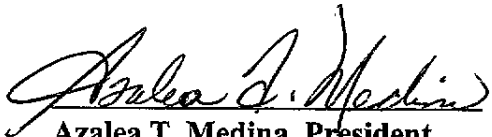
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Articles may be amended at any time by the majority vote of shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated this 11th day of June 1999.



Azalea T. Medina, President
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Azalea T. Medina, desiring to organize or qualify under the laws of the State of Florida, has named Julio R. Carrion, Esq., 517 West Colonial Drive, Orlando, Florida 32804, as its agent to accept service of process within Florida.

Dated this 11th day of June 1999.



Azalea T. Medina, President
Incorporator

CLERK
TALLAHASSEE, FLORIDA

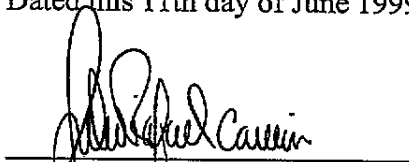
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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as resident agent.

Dated this 11th day of June 1999.



Julio R. Carrion
Registered Agent