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Richard B. Collins **
James C. Truett
(1924 - 1993)

Erika L. Esan
James J. Foster †
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Julius F. Parker, Jr. ***
Donald A. Rett *
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* Of Counsel
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June 28, 1999

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

Reply to: Destin

FILED
JUN 29 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

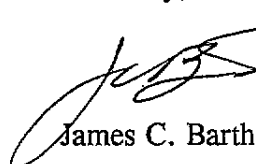
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*****78.75 *****78.75

RE: Kids Only Child Care Agency, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Kids Only Child Care Agency, Inc., together with the acceptance of James J. Foster as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Feel free to call me if you have any questions.

Sincerely,


James C. Barth

JCB:cab

Enclosures

MAIL-OUT

RECEIVED
JUN 29 PM 12:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KIDS ONLY CHILD CARE AGENCY, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Kids Only Child Care Agency, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to operate in-house and out-source babysitting and child sitting services and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Thousand (1,000) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

The address of its principal office is 160 Myrtle Drive, Santa Rosa Beach, Florida 32459.

ARTICLE VI

The address of its initial Registered Office is 30 South Shore Drive, Destin, Florida 32541, and the name of its initial Registered Agent at said address is James J. Foster.

FILED
99 JUN 29 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


James J. Foster

ARTICLE VII

The number of directors constituting its initial Board of Directors is two, whose names and addresses are:

Teresa Baum

160 Myrtle Drive
Santa Rosa Beach, FL 32459

Jennifer Sundal

116 Open Gulf Street
Destin, FL 32541


ARTICLE VIII

The name and address of the incorporator is:

Teresa Baum

160 Myrtle Drive
Santa Rosa Beach, FL 32459

The undersigned incorporator has executed these Articles of Incorporation this 28 day of June, 1999.


Teresa Baum
Incorporator