

The Accounting Office
of
Smalley & Company, P.A.

A Professional Association
1527 E. Concord Street, Orlando, Florida 32803

Telephone: (407) 897-2277

Fax: (407) 897-6611

Website: www.smalleyngo.com

E Mail: Orlando@smalleyngo.com

P99000059552

June 27, 1999

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

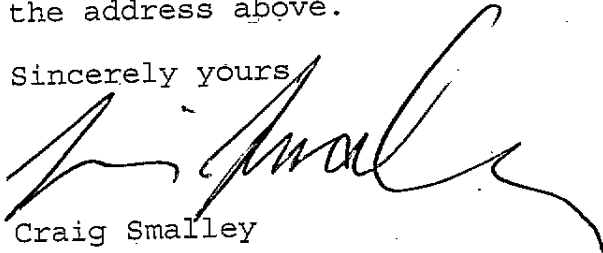
Re: L.T.O.P. Child Care, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for the above referenced proposed corporation; and, we enclose our check in the amount of \$ 70.00 in payment of the Corporate Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours



Craig Smalley

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-06/30/99-01063-003

*****70.00 *****70.00

FILED
99 JUN 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
L.T.O.P. CHILD CARE, INC.

FILED
99 JUN 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be L.T.O.P. Child Care, Inc.

ARTICLE II
PURPOSE

This corporation is formed for the purpose of transacting any and all lawful business for which corporations may become incorporated in the State of Florida.

ARTICLE III
DURATION

This corporation shall commence business on the day of the acceptance of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS

The principal place of doing business and mailing address of this corporation shall be:

2817 N Powers Drive, Orlando, Florida 32818

ARTICLE V
SHARES

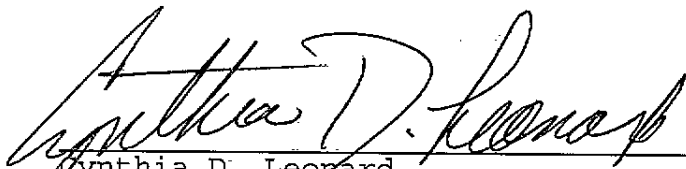
This corporation shall be authorized to have 7,500 shares of \$ 1.00 Par Value Common Stock outstanding at any one time.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Cynthia D. Leonard, 2817 N Powers Drive, Orlando, Florida 32818

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and 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 the obligations of my position as registered agent.


Cynthia D. Leonard
Registered Agent

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially; however, that number may be changed from time to time by the By-Laws. The names and addresses of the initial directors are:

Cynthia D. Leonard, 6602 Canterlea Drive, Orlando, FL 32818

Josh Leonard III, 6602 Canterlea Drive, Orlando, FL 32818

ARTICLE VIII
INITIAL OFFICERS

The initial officer of this corporation is:

President: Josh Leonard III
6602 Canterlea Drive
Orlando, FL 32818

Secretary: Cynthia D. Leonard
6602 Canterlea Drive
Orlando, FL 32818

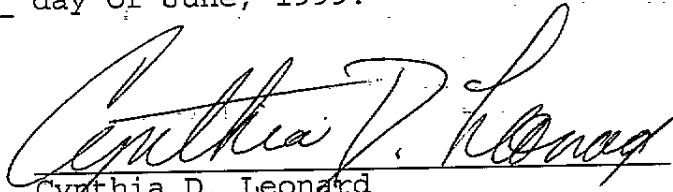
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ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Cynthia D. Leonard, 2817 N Powers Drive, Orlando, Florida 32818

The undersigned incorporator has executed these Articles of Incorporation this 25th day of June, 1999.


Cynthia D. Leonard
Incorporator