ATTORNEY AT LAW

99 NOV -8 AM 10: 49

SECRETARY OF STATE TALLAHASSEE, FLORIDA

9116 CYPRESS GREEN DRIVE, SUITE 207 JACKSONVILLE, FLORIDA 32256 TELEPHONE (904) 739-3440 FACSIMILE (904) 730-7722

EFFECTIVE DATE

November 3, 1999

000003038070--3 -11/08/99-01092--016 \*\*\*\*122.50 \*\*\*\*\*78.75

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32301

Re: KIDS VILLAGE LEARNING CENTER, INC.

#### Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of KIDS VILLAGE LEARNING CENTER, INC. Also enclosed is a check in the amount of \$122.50 as payment for the following amounts:

\$35.00 - Filing Fee

52.50 - Certified Copy

35.00 - Resident Agent Designation

I would appreciate your returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

Leonard Alterman

LA/bjw Enclosures

PH 11/5/59-

ARTICLES OF INCORPORATION

FILED

OF.

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KIDS VILLAGE LEARNING CENTER, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

#### ARTICLE I

#### NAME OF THE CORPORATION

The name of this corporation shall be KIDS VILLAGE LEARNING CENTER, INC.

## ARTICLE II

## PRINCIPAL OFFICE

The principal office of the corporation shall be at: 8256 Arlington Expressway, Jacksonville, Florida 32211.

### ARTICLE III

## DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of signing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### ARTICLE V

#### CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

#### ARTICLE VI

#### INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent:

Lester Wiltshire

Address:

8256 Arlington Expressway Jacksonville, FL 32211

#### ARTICLE VII

#### DIRECTORS

The corporation shall have not less than one and not more than five directors. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but

shall never be less than one.

#### ARTICLE VIII

### INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

DORINDA J. WILEY 8256 Arlington Expressway Jacksonville, Florida 32211

LESTER WILTSHIRE 8256 Arlington Expressway Jacksonville, Florida 32211

#### ARTICLE IX

# INCORPORATORS

The names and addresses of the incorporators are as follows:

LESTER WILTSHIRE 8256 Arlington Expressway Jacksonville, Florida 32211

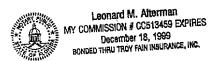
IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this the 3rd day of November, 1999.

LESTER WILTSHIRE

STATE OF FLORIDA )
) SS:
COUNTY OF DUVAL )

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared LESTER WILTSHIRE, who executed the foregoing Articles of Incorporation, that she executed the same for the purposes therein expressed, who is personally known to me (or) \_\_\_\_ who has produced Florida Driver's License No. W432-538-45-281-0 as identification, and who did \_\_\_\_ did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 3rd day of November, 1999.



Notary Public
State of Florida at Large 99
My Commission expires AHASSET

AN ID: 49
OF STATE
E, FLORIDA

# ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

LESTER WILTSHIRE

Date November 3, 1999