

— *Law Offices of* —
BARRY L. CLAYTON

D. BROWN NOV 1 6 1999

**ARTICLES OF INCORPORATION
OF
LITTLE PEOPLE'S LEARNING CENTER, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Little People's Learning Center, Inc.
2. The principal office of the Corporation shall be located at 8041 SE Orchard Terrace, Hobe Sound, Florida 33455.
3. The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share.
5. The street address of the initial registered office of this Corporation is 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Barry L. Clayton.
6. The name and address of the person signing these Articles of Incorporation as incorporator is William E. Wilson, Jr.
7. The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the initial directors are William E. Wilson, Jr. and Judy Wilson, 8041 SE Orchard Terrace, Hobe Sound, Florida 33455.

Dated: November 3, 1999

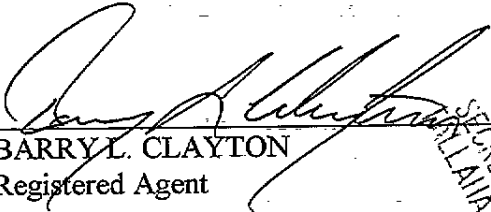


WILLIAM E. WILSON, JR.
Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Little People's Learning Center, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: November 3, 1999.


BARRY L. CLAYTON
Registered Agent

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