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November 18, 1999

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

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-11/22/99--01112--013
****122.50 *****78.75

In re: INCORPORATION OF LORETTA'S LITTLE DARLINGS, INC.

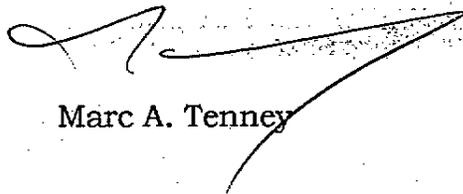
Dear Sir:

Enclosed please find original and one copy of ARTICLES OF INCORPORATION and CERTIFICATE OF ACCEPTANCE OF RESIDENT AGENT, along with a check in the amount of \$122.50 for the appropriate filing fee regarding the above styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the ARTICLES OF INCORPORATION to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Marc A. Tenney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LORETTA'S LITTLE DARLINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is **LORETTA'S LITTLE DARLINGS, INC.**

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business including but not necessarily limited to establishing and maintaining a day care center.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 524 - 38th Street South, St. Petersburg, FL 33711 and the name of the initial registered agent at such address is **LORETTA F. DAVIS.**

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than a Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporator(s) are:

NAME

ADDRESS

LORETTA F. DAVIS

524 - 38th Street South
St. Petersburg, FL 33711

IN WITNESS WHEREOF, I have hereunto subscribed my name this
17 day of Nov., 1999.

Loretta Davis

LORETTA F. DAVIS, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 17 day of November, 1999, before me, personally appeared LORETTA F. DAVIS, who has provided FLDL for identification OR is personally known to me, and has acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date mentioned above.

Priscilla M. Foley
NOTARY PUBLIC



Priscilla M. Foley
MY COMMISSION # CC786128 EXPIRES
December 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding incorporation:

LORETTA'S LITTLE DARLINGS, INC., a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 524 - 38TH Street South, St. Petersburg, FL 33711 has named LORETTA F. DAVIS as its agent to accept service of process within this State.

OFFICERS:

LORETTA F. DAVIS

President/Secretary/Treasurer
524 38th Street South
St. Petersburg, FL 33711

DIRECTORS:

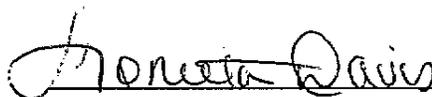
The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.



LORETTA F. DAVIS, Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process, to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



LORETTA F. DAVIS, Res. Agent