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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

FILED

JUL 2 1998

ARTICLES OF INCORPORATION

BY 1839207763

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

- First. The name of the corporation is Little Hands Preschool, Inc.
- Second. The period of duration is perpetual.
- Third. The purpose for which this corporation is organized is to operate a preschool.
- Fourth. The Aggregate number of shares which the corporation shall have authority to issue is 1,000, all of one class, with no par value.
- Fifth. Provisions, if any, dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: none.
- Sixth. Provisions (if any) for the regulation of the internal affairs of the corporation: none.
- Seventh. The address of the initial registered office of the corporation is 80 Richmond-Townhouse Road, Carolina, RI 02812, and the name of the initial registered agent at such address is Lisa Craig Holbrook.
- Eighth. The number of directors constituting the initial board of directors of the corporation is one and the name and address of the person who is to serve as director until the first

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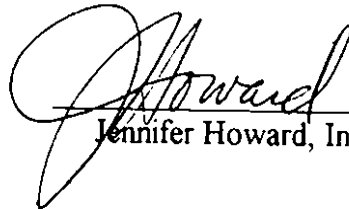
annual meeting of shareholders or until her successors are elected and shall qualify are:
Lisa Craig Holbrook 422 Hillsdale Road, West Kingston, RI 02892

Ninth. The name and address of each incorporator is:

Jennifer Howard
720 Seventh Street, NW, Suite 304
Washington, DC 20001

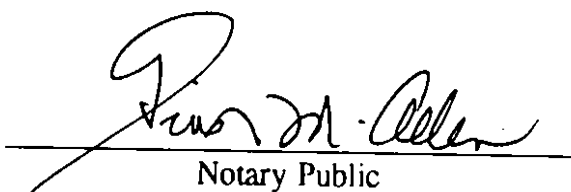
Tenth. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): on filing.

Dated: April 6, 1998


Jennifer Howard, Incorporator

In the District of Columbia this 10th day of JUNE, 1998, then
personally appeared before me JENNIFER HOWARD

each and all known to me and know by me to be the parties executing the forgoing instrument,
and they severally acknowledged said instrument subscribed to be their free act and deed.



Notary Public
GINA M. ALLEN
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires March 31, 2000



State of Rhode Island and Providence Plantations
DEPARTMENT OF EDUCATION
Shepard Building
255 Westminister Street
Providence, Rhode Island 02903-3400

Peter McWalters
Commissioner

July 24, 1998

Ms. Sandra M. Williams
Director of Corporations
Office of Secretary of State
100 North Main Street
Providence, RI 02903-1335

RE: Little Hands Preschool, Inc.

Dear Ms. Williams:

In regard to your letter of July 17, 1996, regarding incorporation of Little Hands Preschool, Inc., it would appear from our review of the documents supplied and our files that the proposed corporation does not include the operation of a school as encompassed by the provisions of Section 16-40-1, of the General Laws of Rhode Island, 1956, as amended. The Department of Elementary and Secondary Education has not received an application for the approval of this program as an educational program for very young children.

Sincerely,

Doris M. Anselmo
Education Specialist
Office of Teacher Preparation,
Certification & Professional
Development

DMA:sam

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Telephone 401 277 4600 Fax 401 277 6178 TTY 800 745 5555 Voice 800 745 6575

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