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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is LONDON BRIDGE CHILD CARE CENTER, INC.

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
Please see Exhibit "A" attached hereto and made a part hereof.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation:

Please see Exhibit "B" attached hereto and made a part hereof.

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BY [Signature]
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5. The address of the initial registered office of the corporation is One Citizens Plaza, Suite 620
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is Joseph DiGianfilippo
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is five (5)
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
<u>Edward Koeniger</u>	<u>162 Pierce Street, East Greenwich, Rhode Island 02818</u>
<u>Reverend Alfred Burns</u>	<u>70 London Street, East Greenwich, Rhode Island 02818</u>
<u>Beatrice Keyes</u>	<u>21 Overbrook Lane, East Greenwich, Rhode Island 02818</u>
<u>Bessie Russell</u>	<u>240 Division Street, East Greenwich, Rhode Island 02818</u>
<u>Anthony F. Fox, Esq.</u>	<u>10 Midland Road, East Greenwich, Rhode Island 02818</u>

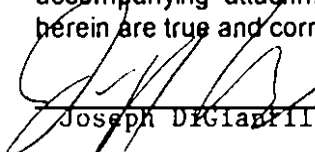
7. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>Joseph DiGianfilippo, Esq.</u>	<u>One Citizens Plaza, Suite 620, Providence, Rhode Island 0290</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. Date when corporate existence to begin Upon filing Articles of Incorporation
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated November 17, 19 97

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.



Joseph DiGianfilippo

Signature of each incorporator

EXHIBIT "A"

A. To provide daycare and kindergarten services to low and moderate income families as defined by the guidelines set forth by the United States Department of Housing and Urban Development.

B. To carry on any business or other activity which may be carried on by a non-profit corporation organized under the laws of the State of Rhode Island.

EXHIBIT "B"

A. The Corporation is dedicated to and operated for nonprofit purposes.

B. The Corporation is empowered:

1. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct and maintain said real estate and personal property;

2. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of the Corporation and to secure the same by mortgage, pledge or other lien on the Corporation's property; and

3. To do and perform any and all acts necessary to accomplish the purpose or purposes of the Corporation.

C. Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

D. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

E. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

F. In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of

1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Rhode Island.

G. In any taxable year in which the organization is a private foundation as describe in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act or self-dealing as defined in IC 4941(d), (b) retain any excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.