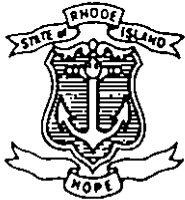


Filing Fee \$150.00

ID Number: 122197



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

1. The name of the corporation is All About Kids Too, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

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:

To provide a total pre-school educational program which involves all types of learning and development through intellectual stimulation and increasing self-esteem.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 900 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value)

No par value

or

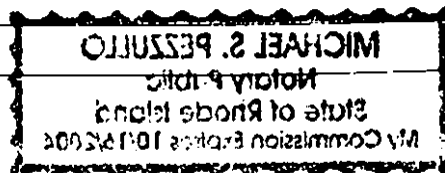
(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:
None

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By AMP
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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See By-laws of the corporation.

7. The address of the initial registered office of the corporation is 376 Broadway
Providence, RI 02909 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Michael S. Pezzullo, Esq.

8. The number of directors constituting the initial board of directors of the corporation is 4 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

| Title | Name | Address |
|------------|------------------|--------------------------------------|
| Pres. | Sharon Hughes | 11 Everly Street, Cranston RI 02920 |
| Vice Pres. | Kristyn Robbio | 129 Morgan Street, Cranston RI 02920 |
| Sec. | Kristyn Robbio | 129 Morgan Street, Cranston RI 02920 |
| Treas. | Timothy Castelli | 15 Alberta Street, Scituate RI 02831 |

9. The name and address of each incorporator is:

| Name | Address |
|---------------|-------------------------------------|
| Sharon Hughes | 11 Everly Street, Cranston RI 02920 |
| | |
| | |

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

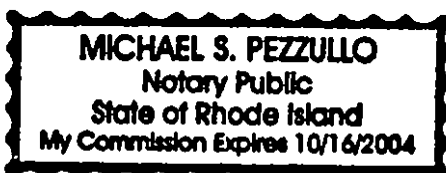
Dated 12-31-01 ~~2001~~

Sharon A. Hughes
Kristyn A. Robbio
Timothy M. Castelli
Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 31st day of December, ~~2001~~ personally appeared before me Sharon Hughes, Kristyn Robbio, and Timothy Castelli

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



Michael S. Pezzullo
Notary Public
My Commission Expires: _____

ALL ABOUT KIDS INC.

490 Atwood Avenue
Cranston, RI 02920
464-8244

December 23, 2001

To Whom It May Concern:

Please be advised that All About Kids Inc gives permission to All About Kids Too to incorporate and establish a business in that name.

Sincerely,

A handwritten signature in cursive script that reads "Kristyn A. Castelli - Yalldo".

Kristyn Castelli
President
All About Kids Inc