



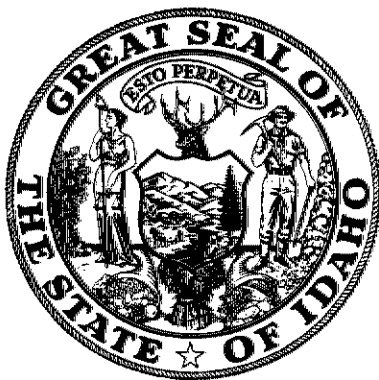
**CERTIFICATE OF INCORPORATION
OF**

TOT-LOT DAYCARE CENTER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **March 11, 1985**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF
TOT-LOT DAYCARE CENTER, INC.

The undersigned natural person, acting as incorporator of a corporation (the "Corporation") under the laws of the State of Idaho, adopts the following Articles of Incorporation:

ARTICLE 1

Name

The name of the Corporation is TOT-LOT DAYCARE CENTER, INC.

ARTICLE 2

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE 3

Purposes and Powers

Section 3.01. Purposes. The purposes for which the Corporation is organized are as follows:

Clause (a). To Engage in the Operation of Daycare Centers. To obtain suitable locations, facilities, incidentals, and clientele to establish and operate daycare facilities for infants and children, whose parents are unable to, unwilling to, or otherwise desire care and attention for their children.

Clause (b). Ancillary Purposes. To do everything necessary and proper, advisable and convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by any law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the law or by these Articles of Incorporation, shall have and exercise the following powers:

Clause (a). Statutory Powers. To have and exercise all the powers specified by Idaho law;

Clause (b). Entry into Profit-Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporation, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships;

Clause (c). Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

Clause (d). Construction of Powers. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 3.03. Carrying Out of Purposes and Exercise of Powers in Any Jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or by the foreign

country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

Section 3.04. Direction of Purposes and Exercise of Powers by Directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

Section 3.05. Limiting Provisions. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

ARTICLE 4 Authorized Shares

Section 4.01. Number. The aggregate number of shares that the Corporation shall have authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

Section 4.02. Dividends.

Clause (a). Source and Medium. The holders of the Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, in property, or in shares of the Capital Stock.

Clause (b). Limitations Upon Dividends. No dividends shall be paid upon the Capital Stock in any medium under any of the following circumstances:

Item (i). Unrealized Appreciation. If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets; or

Item (ii). Insolvency. If the Corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

Section 4.03. Cumulative Voting. At each election for directors, every holder of the Capital Stock shall have the right to vote, in person or by proxy, the number of shares registered in his name for as many persons as there are directors to be elected and for whose election he has the right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 5 Shares Not to be Divided Into Classes

The shares of the Corporation are not to be divided into classes.

ARTICLE 6
No Shares Issued in Series
The Corporation is not authorized to issue shares in series.

ARTICLE 7 Receipt of Minimum Capital

The Corporation shall not commence business until consideration of the value of at least \$2500.00 has been received.

ARTICLE 8
Preemptive Rights

Section 8.01. Rights of Holder of Capital Stock. The registered holders of the shares of Capital Stock shall have only the preemptive right as set forth in this Article to purchase, at such respective equitable prices, terms, and conditions as shall be fixed by the Board of Directors, such of the shares of Capital Stock of the Corporation or securities convertible into or carrying options or warrants to purchase such shares of Capital Stock as may be issued for money from time to time, after the issue of the first 51 shares of Capital Stock that have never previously been issued. Such preemptive right shall apply to all shares issued after the first 51 shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation. No shares shall be issued for money to directors, officers, or employees of any subsidiary corporation, as such, unless first offered to the holders of the Capital Stock in accordance with their preemptive right.

Section 8.02. Denial of Rights of Holders of Convertibles. The holders of securities convertible into or carrying options or warrants to purchase shares of Capital Stock shall have no preemptive right, as such holders, to acquire any shares or securities of any class that may at any time be issued by the Corporation.

ARTICLE 9
Provisions For Regulations of Internal Affairs of the Corporation

Section 9.01. Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or these Articles of Incorporation.

Section 9.02. Transactions in Which Directors Have an Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 9.03. Indemnification and Related Matters.

Clause (a). Power to Indemnify--Third Party Actions. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, or employee or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Clause (b). Power to Indemnify--Actions Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Clause (c). Right to Indemnification. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in clauses (a) and (b), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Clause (d). Determination of Entitlement to Indemnification. Any indemnification under clauses (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum

is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

Clause (e). Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in clause (d) upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

Clause (f). Saving Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders, or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Clause (g). Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

Section 9.04. Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors. No one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors. No Director shall be entitled to receive notice of or a hearing with respect to his removal.

Section 9.05. Amendments of the Articles of Incorporation. The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the law of Idaho, except no amendment shall be made to Sections 4.03, 9.04, 9.05, and 11.03 of these Articles of Incorporation without the written consent or affirmative vote of the holders of 75 percent of the issued and outstanding shares of Capital Stock.

ARTICLE 10

Name of Initial Registered Agent and Registered Office Address

Section 10.01. Registered Agent. The name of the registered agent of the Corporation, an individual resident of Idaho, is Myrle Seehusen.

Section 10.02. Registered Office. Such registered agent can be contacted, during regular business hours, at 450 West 18th Street, Idaho Falls, Idaho 83401.

ARTICLE 11
Data Respecting Directors

Section 11.01. Initial Board of Directors. The initial Board of Directors shall consist of two members, who need not be residents of Idaho or shareholders of the Corporation.

Section 11.02. Names and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, follow:

Pete Seehusen, Rt 1, 6170 Panorama Drive, Idaho Falls, Idaho
Myrle Seehusen, Rt 1, 6170 Panorama Drive, Idaho Falls, Idaho

Section 11.03. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Code of Bylaws; but no decrease shall have the effect of reducing such number below two or of shortening the term of any incumbent director. In the absence of a provision in the bylaws fixing such number, the number shall be two.

ARTICLE 12
Data Respecting the Incorporator


The name and address of the incorporator of the Corporation, a natural person, is Pete Seehusen, Rt 1, 6170 Panorama Drive, Idaho Falls, Idaho.


PETE SEEHUSEN

State of Idaho }
County of Bonneville } ss.

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, do hereby certify that on this day, personally appeared before me Pete Seehusen, who, being by me first duly sworn, declared that he is the only incorporator referred to in Article 12 of the foregoing Articles of Incorporation, and that he signed these Articles as such and that the statements contained therein are true.

Witness my hand and Notarial Seal this 7th day of March 1985.


NOTARY PUBLIC
for the State of Idaho.
Commission Expires: 2-19-91