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**ARTICLES OF INCORPORATION
OF
CHILDREN'S ACADEMY, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the corporation is CHILDREN'S ACADEMY, INC.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE AND POWERS: The purpose or purposes for which the corporation is organized are:

[a] To engage in the business of a children's daycare facility.

[b] To have all rights and powers normally ascribed to and incidental to said primary purpose and to business operations in general including, but not limited to: raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation, and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or any other lawfully authorized under the laws of this State.

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[c] To have as its purpose the pursuit and development of any other business opportunities that relate to its primary purpose, as set forth above.

[d] To engage in any other lawful activities permitted by the Idaho Business Corporation Act.

ARTICLE IV

AUTHORIZED SHARES: The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is 100,000, all of which shall have a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT: The address of the Corporation's initial registration office is 276 Eastland Drive North, Twin Falls, Idaho 83301 and the name of its initial registered agent at such address is Caroline Tolbert.

ARTICLE VI

DIRECTORS: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the name and address 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:

NAME

ADDRESS

Caroline Tolbert
John Tolbert

2144 Alta Vista Drive, Twin Falls, Idaho 83301
2144 Alta Vista Drive, Twin Falls, Idaho 83301

INCORPORATORS: The name and address of the incorporator is:

NAME

ADDRESS

Caroline Tolbert

2144 Alta Vista Drive, Twin Falls, Idaho 83301

DATED: 5-14, 1999.

C. Tolbert

STATE OF IDAHO

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County of Twin Falls

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On this 14th day of MAY, 1999 before me, a Notary Public for Idaho, personally appeared CAROLINE TOLBERT, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

M. M. Hatch
NOTARY PUBLIC FOR IDAHO
Residing at: TWIN FALLS
My Commission expires 11/20/01