

State of Idaho

Department of State

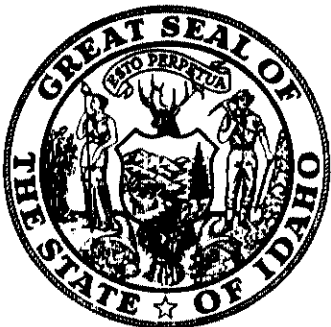
CERTIFICATE OF INCORPORATION OF

ABOUT KIDS, INC.
File number C 106562

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: June 6, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeBrie*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

ABOUT KIDS, INC.

IDAHO SECRETARY OF STATE
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LA #: 655 CLETS# 38102
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We, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is ABOUT KIDS, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is to provide quality child care and for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is TWO HUNDRED THOUSAND (200,000) shares, all of one class, ONE DOLLAR (\$1.00) par value. ONE HUNDRED THOUSAND (100,000) shares shall be issued to DONNA M. and JAMES NAGRONE, husband and wife; and ONE HUNDRED THOUSAND SHARES (100,000) issued to JOSEPH and FRAN TIERNEY, husband and wife.

V.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

REGISTERED AGENT

DONNA M. NAGRONE

REGISTERED ADDRESS

2930 E. Michael Way
Coeur d'Alene, ID 83814

VI.

The names and post office addresses of the incorporators hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
DONNA M. NAGRONE	2930 E. Michael Way Coeur d'Alene, ID 83814
JOSEPH TIERNEY	707 E. 12th Post Falls, ID 83854

<u>BOARD OF DIRECTORS</u>	<u>ADDRESS</u>
DONNA M. NAGRONE	2930 E. Michael Way Coeur d'Alene, ID 83814
JOSEPH TIERNEY	707 E. 12th Post Falls, ID 83854

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the

declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

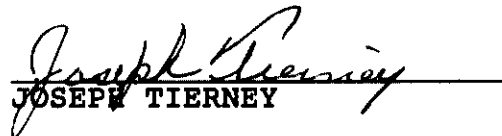
2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

DATED this 1 day of June, 1994.


DONNA M. NAGRONE


JOSEPH TIERNEY

STATE OF IDAHO)
) ss.
COUNTY OF Kootenai)

On this 1st day of June, 1994, before me,
the undersigned Notary Public for the State of Idaho, personally
appeared before me DONNA M. NAGRONE and JOSEPH TIERNEY to me known
to be the Incorporators for ABOUT KIDS, INC., and who executed the
within and foregoing instrument on behalf of said corporation, and
acknowledged to me that such corporation executed the same.

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

Barbara P. [Signature]
Notary Public for Idaho
Residing at *Boysen Lake*
My Commission Expires: *6/26/95*