

State of Idaho

Department of State

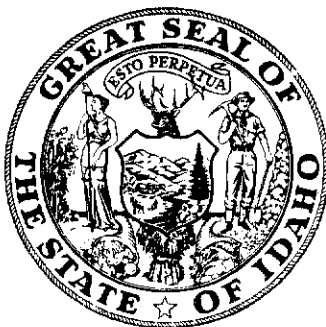
CERTIFICATE OF INCORPORATION OF

DARCY'S LEARNING GARDEN, INC.
File number C 119357

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: May 2, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Beltrami*

ARTICLES OF INCORPORATION
of
DARCY'S LEARNING GARDEN, INC.

The undersigned, acting as incorporators under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

NAME

The name of the corporation is DARCYS LEARNING GARDEN, INC.

DURATION

The period of its duration shall be perpetual.

PURPOSES

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

STOCK

The corporation shall have the authority to issue ten thousand (10,000) shares of capital stock, all of one (1) class, with each share having a par value of TWO AND NO DOLLARS (\$2.00).

REGISTERED OFFICE

The address of the initial registered office of the corporation is 109 RIVER BEND LANE, HAILEY, IDAHO 83333.

REGISTERED AGENT

The name of the initial registered agent of the corporation at the above address is DARCY VAN STEELANT.

INITIAL DIRECTORS

The number of the directors constituting the initial board of directors shall be ONE (1) and their names and addresses are:

Darcy Van Steelant PO Box 6407, Ketchum, ID 83340

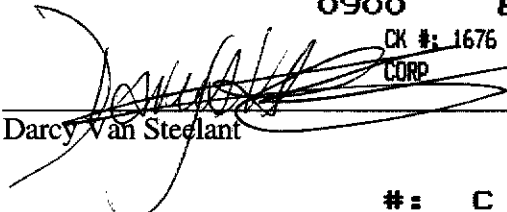
INCORPORATORS

The name and address of each incorporator is as follows:

Darcy Van Steelant PO Box 6407, Ketchum, ID 83340

IN WITNESS WHEREOF, I have hereunto set my hand this 1 day of May, 1997.

IDAHO SECRETARY OF STATE
DATE 05/02/1997
0900 88967 2
CK #: 1676 CUST# 80844
CORP 1@ 100.00= 100.00


Darcy Van Steelant

: C

97 MAY -2 PM 2:13
SECRETARY OF STATE
STATE OF IDAHO