

State of Idaho

Department of State

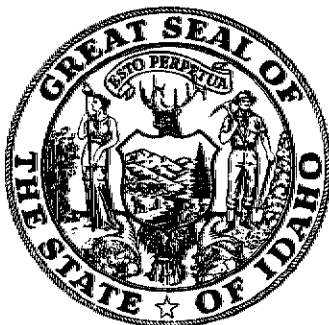
CERTIFICATE OF INCORPORATION OF

PRIME TIME DAYCARE AND LEARNING CENTERS, INC.
File number C 114026

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 6, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sims*

00-001 =00-001 @ 1 ARTICLES OF INCORPORATION
OF

02/7/96 #1510 829C MERIDIAN TIME DAYCARE AND LEARNING CENTERS, INC.

Mar. 6 2 34 PM '96

DATE 03/06/1996 0900 43302
IDAHO SECRETARY OF STATE

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Idaho Business Corporation Act and such other laws of the State of Idaho as are pertinent, and do hereby certify as follows:

ARTICLE I
NAME

The name of the corporation shall be Prime Time Daycare and Learning Centers, Inc.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 2043 Whittier Place, Meridian, Idaho 83642, and the initial registered agent at this office is Laurie Roy.

ARTICLE IV
PURPOSE AND POWERS

The nature of the business and the purpose of this corporation is to engage in the child care and child learning business, and related activities, and for the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE V
SHARES

The authorized amount of capital of this corporation shall be 10,000 shares of common stock, with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$10,000, which stock shall not be issued until fully paid for and once so issued shall not be subject to assessment. There shall be only one class of stock.

**ARTICLE VI
PREEMPTIVE AND PREFERENTIAL RIGHTS**

The stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be first offered to the stockholders of the corporation.

**ARTICLE VII
DIRECTORS**

The number of Directors of the corporation shall be as specified in the Bylaws and the number of Directors may, from time to time, be increased or decreased as may be provided by the Bylaws; provided, however, that the number of the Directors constituting the Board shall not be fewer than the number required by law.

The initial Board of Directors shall consist of one Director, who shall serve until successors are hereafter elected and qualify, and who shall be:

Laurie Roy

2043 Whittier Place,
Meridian, Idaho 83642

**ARTICLE VIII
SHAREHOLDER LIABILITY**

Without limiting Idaho Law in any way, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts; the corporate assets shall not be subject to the personal debts of the stockholders; and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or obligations of the corporation.

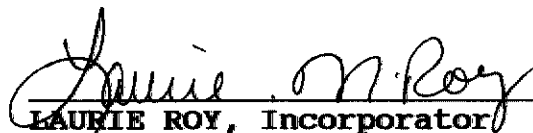
**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

Laurie Roy

2043 Whittier Place,
Meridian, Idaho 83642

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation, this 6th day of March, 1996.


LAURIE ROY, Incorporator