

ARTICLES OF INCORPORATION

OF

READY, SET, GROW, INC.

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

FIRST: The name of the corporation is Ready, Set, Grow, Inc.

SECOND: (a) The aggregate number of shares which the corporation shall have authority to issue is five hundred thousand (500,000) shares of common stock of the par value of \$0.003 per share.

(b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the corporation upon dissolution.

THIRD: The address of the initial registered office of the corporation is 630 #2 Highway 39, Chelsea, Alabama 35043, and the name of its initial registered agent at such address is Jean A. McGuire.

FOURTH: The name and address of the incorporator is:

Name

Address

Allen D. Cope

3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203

FIFTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders or until their successors shall be duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Jean A. McGuire	630 #2 Highway 39 Chelsea, Alabama 35043
David W. McGuire	630 #2 Highway 39 Chelsea, Alabama 35043

SIXTH: The purposes for which the corporation is organized are as follows:

(a) To conduct, carry on, and engage in the business of providing day care and child development services, and to provide services ancillary to such day care and child development services;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or

otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and


(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

SEVENTH: No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

EIGHTH: A director of the corporation shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

NINTH: The period of the corporation's duration is perpetual.

DATED: November 18, 1997.


Allen D. Cope
Incorporator

This document prepared by: Allen D. Cope; Attorney
Burr & Forman LLP
420 20th Street N., Suite 3100
Birmingham, Alabama 35203

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Ready, Set, Grow, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Allen Cope, PO Box 830719, Birmingham, AL 35283-0719 for a period of one hundred twenty days beginning November 12, 1997 and expiring March 13, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 12, 1997

Date



Jim Bennett

A handwritten signature in dark ink, appearing to read 'Jim Bennett', written over a horizontal line.

Secretary of State

Inst # 1997-37832

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11/20/1997-37832
10:51 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 HCD 90.00