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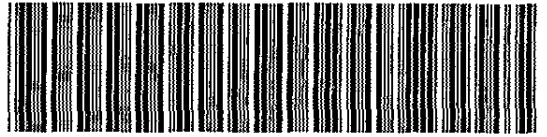
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DIVISION OF CORPORATIONS
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Amend & Restated
11/15/04
DC

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www.lawyers.com/lpspa

January 13, 2004

Ms. Darlene Connell
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Allyn Educational Center, Inc. - Amended and Restated Articles
of Incorporation

Dear Ms. Connell:

Enclosed please find the revised Amended and Restated Articles of Incorporation for Allyn Education Center, Inc., a Florida not for profit corporation. The Corporation has no members. The Amended and Restated Articles were adopted by all of the members of the Board of Directors at a special meeting on December 19, 2003.

If you find the enclosed document to be in proper form, please file it accordingly and provide us with a file-marked copy.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON
& STRICKLAND, P.A.



April A. Haley
Corporate Legal Assistant

LIVINGSTON, PATTERSON & STRICKLAND, P.A.

ATTORNEYS AT LAW

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December 22, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

Re: Allyn Educational Center, Inc.
Document No. N02000003061

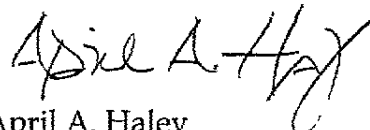
Dear Sir or Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the referenced not for profit corporation. Please file the enclosed Articles at your earliest opportunity and return a file-marked copy of the document to me in the enclosed self-addressed, stamped envelope. Our firm check in the amount of \$35.00 is also enclosed to cover all costs.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.



April A. Haley
Corporate Legal Assistant



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 8, 2004

APRIL A. HALEY
LIVINGSTON, PATTERSON & STRICKLAND, P.A.
48 NORTH WASHINGTON BLVD., SUITE I
SARASOTA, FL 34236

SUBJECT: ALLYN EDUCATIONAL CENTER, INC.
Ref. Number: N02000003061

We have received your document for ALLYN EDUCATIONAL CENTER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

Letter Number: 004A00001360

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2004 JAN 15 PM 3:45

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ALLYN EDUCATIONAL CENTER, INC., a not for profit corporation**

The undersigned executes the following Amended and Restated Articles of Incorporation pursuant to Chapter 617, Florida Statutes. These Amended and Restated Articles of Incorporation amend and reinstate in their entirety the Articles of Incorporation filed on April 22, 2002, and the amendments filed on January 27, 2003, and September 29, 2003. The Corporation has no members. These Amended and Restated Articles of Incorporation were adopted at a meeting of the Board of Directors on December 19, 2003.

ARTICLE I - NAME

The name of the corporation is Allyn Educational Center, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and mailing address of the corporation is 3701 Bayshore Road, Sarasota, Florida, 34234.

ARTICLE III - PURPOSE

The corporation is organized exclusively for charitable, educational scientific purposes, including, for such purposes, the making of distributions to organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, without limiting the generality of the foregoing, the corporation may provide an educational experience to a diverse public and enhance their knowledge through the use of various displays, interpretive materials, collections, and programs of native and exotic animals and plants, area history, conservation forums, related art exhibits, and a library.

ARTICLE IV - ELECTION OF DIRECTORS

The method of election of directors shall be as stated in the bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3701 Bayshore Road, Sarasota, Florida, 34234, and

the same of the initial registered agent at that address is Dorothy Allyn Tinney.

ARTICLE VI- INCORPORATOR

The name and address of the Incorporator is:

Dorothy Allyn Tinney
3701 Bayshore Road
Sarasota FL 34234

ARTICLE VII - BYLAWS

The Bylaws of the Corporation are to be initially adopted by the Board of Directors and may thereafter be amended or rescinded by the Board of Directors.

ARTICLE VIII - EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any) trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

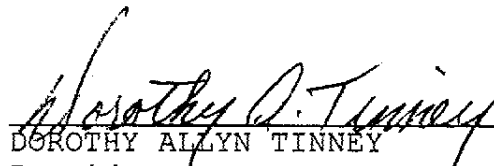
ARTICLE IX - DISTRIBUTION AND DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding to the full extent permitted by law.

Signed on December 19, 2003.


DOROTHY ALLYN TINNEY
President

**NOTICE OF APPOINTMENT OF REGISTERED AGENT, ACCEPTANCE, AND
DESIGNATION OF CORPORATE OFFICE**

The undersigned, DOROTHY ALLYN TINNEY, having a street address of 3701 Bayshore Road, Sarasota, Florida, 34234, having been appointed by the directors of ALLYN EDUCATIONAL CENTER, INC., a corporation not for profit, as registered agent, states as follows:

1. The corporation shall maintain an office at 3701 Bayshore Road, Sarasota, Florida, 34234, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. She accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.



DOROTHY ALLYN TINNEY